MAITRI HEALTH TECHNOLOGIES CORP.

907-1030 West Georgia Street
Vancouver, British Columbia V6E 2Y3

FORM 2A

LISTING STATEMENT

Dated as at November 17, 2020

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Glossary of Terms

The following terms used in this Listing Statement have the following meanings. This is not an exhaustive list of defined terms used in this Listing Statement and additional terms are defined throughout the Listing Statement.

"**Amalco**" means the corporation to be formed as a result of the Amalgamation, which will continue under the name Maitri Holdings Corp.

"**Amalgamation**" means the amalgamation of Maitri and Dizun Subco in accordance with the provisions of the BCBCA and the terms and conditions of the Amalgamation Agreement.

"**Amalgamation Agreement**" means the amended and restated amalgamation agreement entered into on October 7, 2020, by and between Maitri, Dizun and Dizun Subco, and any supplementary or ancillary agreement, instrument or document thereto, all as may be amended from time to time.

"**BCBCA**" means the *Business Corporations Act* (British Columbia) S.B.C. 2002 c.57, as amended, including the regulations promulgated thereunder.

"**BCSC**" means the British Columbia Securities Commission.

"**Business Day**" means any day except Saturday, Sunday or a statutory holiday in Vancouver, British Columbia, Canada.

"**Closing**" means the completion of the Amalgamation.

"**Closing Date**" means the date on which the Closing occurs.

"**company**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Computershare**" means Computershare Investor Services Inc.

"**Consolidation**" means the consolidation of the Dizun Shares on the basis of one post-Consolidation Dizun Share for every twenty pre-Consolidation Dizun Shares held by a Dizun Shareholder.

"**CSE**" means the Canadian Securities Exchange.

"**CSE Policy 2**" means the CSE Policy 2 – *Qualification for Listing*.

"**Dizun**" means Dizun International Enterprises Inc., a corporation incorporated under the laws of the BCBCA on November 22, 2011, prior to giving effect to the Amalgamation.

"**Dizun Board**" means the board of directors of Dizun.

"**Dizun Options**" means the currently issued and outstanding options to purchase Dizun Shares pursuant to the Dizun Stock Option Plan.

"**Dizun Shares**" means the pre-Consolidation common shares of Dizun.

"**Dizun Shareholders**" means the holders of the Dizun Shares.

"**Dizun Stock Option Plan**" means the stock option plan of Dizun.

“**Dizun Subco”** means 1264381 B.C. Ltd., a corporation incorporated on September 4, 2020 under the laws of the Province of British Columbia, as it existed prior to completion of the Amalgamation.

“**Dizun Warrants**” means the warrants to acquire Dizun Shares outstanding immediately prior to the Effective Time.

“**Effective Date**” means the date of the Amalgamation, as set out on the Certificate of Amalgamation.

“**Effective Time**” means the time on the Effective Date that the Amalgamation becomes effective.

"**Escrow Agent**" means Computershare.

"Escrow Agreement" means the escrow agreement dated November 17, 2020, substantially in Form 46-201F1, entered into among the Escrowed Shareholders and Computershare, as escrow agent, in relation to the Resulting Issuer Shares issued to the Escrowed Shareholders.

“Escrowed Securities” means the Resulting Issuer Shares held by the Escrowed Shareholders, subject to the Escrow Agreement.

"Escrowed Shareholders" means certain holders of the Resulting Issuer Shares who are subject to escrow restrictions pursuant to the Escrow Agreement.

“**Exchange Ratio**” means one post-Consolidation Dizun Share issuable for each two Maitri Shares, which Maitri Shareholders will be entitled to receive in connection with the Amalgamation.

“**Governmental Authority**” means any domestic or foreign government whether federal, provincial, state or municipal and any branch or department thereof or any governmental agency, governmental department, governmental tribunal or governmental commission of any kind whatsoever.

"**Insider**" if used in relation to an issuer, means:

(a) a director or officer of such issuer;

(b) a director or officer of a Person that is an Insider or subsidiary of such issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of such issuer; or

(d) such issuer itself if it holds any of its own securities.

"**Listing Statement**" means this listing statement as may be amended and/or supplemented from time to time.

“Locked-up Securities” means the Resulting Issuer Shares held by the Locked-up Shareholders, subject to the Lock-up Agreements.

“**Locked-up Shareholders**” means certain holders of the Resulting Issuer Shares who are subject to escrow restrictions pursuant to the Lock-up Agreements.

“**Lock-up Agreements**” means the lock-up agreements dated November 11, 2020 executed by the Locked-up Shareholders.

“**Maitri**” means Maitri Health Corp., a corporation existing under the laws of the BCBCA, prior to giving effect to the Amalgamation. Maitri was incorporated on September 25, 2018 pursuant to the BCBCA under the name Pinot Capital Corp. Maitri changed its name to NanoID Technologies Inc. on May 19, 2020 and then to Maitri Health Corp. on July 23, 2020.

"**Maitri Amalgamation Resolution**" means the special resolution passed by the Maitri Shareholders, approving the Amalgamation and adopting the Amalgamation Agreement pursuant to subsection 271(6)(a)(i) of the BCBCA.

"**Maitri Board**" means the board of directors of Maitri.

"**Maitri Financial Statements**" means all financial statements of Maitri, both audited and unaudited as applicable, for the periods required pursuant to applicable regulatory policies for inclusion in any disclosure document or other filing to any applicable regulatory authorities, and includes, but is not limited to, the audited financial statements of Maitri for the fiscal year ended September 30, 2019 and the unaudited financial statements for the nine-month period ended June 30, 2020.

"**Maitri Shareholders**" means the holders of the Maitri Shares.

"**Maitri Shares**" means the common shares in the capital of Maitri.

"**Material Adverse Change**" means a change in the business, operations or capital of Dizun, Dizun Subco or Maitri that would reasonably be expected to have a significant adverse effect on the market price or value of a security of that company, including adverse changes of material fact, or any other event or development that could reasonably have a significant adverse impact on that company's affairs, operations or financial results.

"**MD&A**" means management's discussion and analysis as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*.

"**Name Change**" means the change of Dizun's name to "Maitri Health Technologies Corp." or such other name as determined by Maitri and acceptable to the CSE.

"**Name Change Resolution**" means the resolution of the Dizun Board authorizing the Name Change.

"**NP 46-201**" means National Policy 46-201 - *Escrow for Initial Public Offerings.*

"**Party**" means a party to the Amalgamation Agreement, being Maitri, Dizun and Dizun Subco, and "**Parties**" means any one of them.

"**Permitted Expenses**" means all expenses associated with the Dizun Meeting (other than printing and mailing costs), legal fees of counsel to Dizun, fees of Dizun's auditors, all compensation amounts due to directors and officers of Dizun pursuant to all compensation arrangements in effect as of the date of the Amalgamation Agreement; and for greater certainty, shall not include any Standard Closing Costs.

"**Person**" includes any natural person, partnership, limited partnership, joint venture, syndicate, sole proprietorship, body corporate with or without share capital, unincorporated association, trust, trustee, executor, administrator or other legal personal representative.

"**Registrar**" means the Registrar of Corporations or a Deputy Registrar of Corporations for the Province of British Columbia duly appointed under the BCBCA.

"**Resulting Issuer**" means Dizun, upon completion of the Transaction, after giving effect to the Amalgamation. The Resulting Issuer was incorporated as Dizun International Enterprises Inc. under the laws of the BCBCA on November 22, 2011.

"**Resulting Issuer Board**" means the board of directors of the Resulting Issuer.

"**Resulting Issuer Option Plan**" means the stock option plan adopted by the Resulting Issuer.

"**Resulting Issuer Shares**" means the post-Consolidation Dizun Shares to be issued in connection with completion of the Transaction.

"**SEDAR**" means System for Electronic Document Analysis and Retrieval being the official website that provides access to most public securities documents and information filed by Issuers and investment funds with the Canadian Securities Administrators at www.sedar.com.

"**Subco Shares**" means common shares in the capital of Dizun Subco.

"**Subco Shareholder**" means Dizun, the holder of all of the issued and outstanding common shares in the capital of Dizun Subco.

"**Transaction**" means the acquisition by Dizun of all of the issued and outstanding securities of Maitri by way of the Amalgamation, the Name Change, the Consolidation and the related transactions and corporate proceedings contemplated in the Amalgamation Agreement.

"**Working Capital**" means current assets less current liabilities.

Currency

In this Listing Statement, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to "$" are to Canadian dollars.

Market and Industry Data

This Listing Statement includes market and industry data that has been obtained from third-party sources, including industry publications. The Resulting Issuer believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Resulting Issuer has not independently verified any of the data from third-party sources referred to in this Listing Statement or ascertained the underlying economic assumptions relied upon by such sources.

Forward Looking Statements

The information provided in this Listing Statement, including information incorporated by reference, may contain "forward-looking statements" or "forward-looking information" (collectively referred to hereafter as "forward-looking statements") within the meaning of applicable Canadian securities legislation.

All statements, other than statements of historical facts, included in this Listing Statement that address activities, events or developments that Dizun, Maitri and/or the Resulting Issuer expect or anticipate will, or may, occur in the future, including statements about the ability of Maitri and Dizun to consummate the Transaction on the terms of the Amalgamation Agreement, or at all, the anticipated impact the Transaction on the combined operations of Dizun and Maitri, as well as the expected benefits of the Transaction and Maitri's proposed business objectives, milestones, plans and strategies, Maitri's business prospects and future trends. In some cases, forward-looking statements are preceded by, followed by or include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements are not a guarantee of future performance and are based upon a number of assumptions, including, without limitation, about:

- the ability of Dizun and Maitri to receive all necessary shareholder, stock exchange and regulatory approvals to complete the Transaction in a timely manner and on satisfactory terms, or at all;
- the anticipated effects and benefits of the Transaction;
- the support and continued support of shareholders of Dizun and Maitri, as applicable;
- management's expectation as to market growth and market trends;

- future economic conditions;
- the general economic, financial market, regulatory and political conditions in which Dizun and Maitri operate;
- competition;
- anticipated and unanticipated costs;
- the ability of the Resulting Issuer to generate cash flow from operations and obtain any necessary financing on acceptable terms; and
- the ability of the Resulting Issuer to obtain qualified staff and services in a timely and cost-efficient manner.

Although management of Maitri and Dizun believe that the assumptions made and the expectations represented by such statements are reasonable, there can be no assurance that a forward-looking statement herein will prove to be accurate.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Dizun, Maitri or the Resulting Issuer to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others: the risk that the Transaction will not realize anticipated benefits, the ability of Dizun and Maitri to receive in a timely manner and on satisfactory terms, necessary shareholder, stock exchange and regulatory approvals for completion of the Transaction, the risk that the Amalgamation Agreement is terminated, a change in shareholder influence as a result of the Transaction, decline in the share price of the Resulting Issuer as a result of the Transaction, the fact that Dizun Shareholders will suffer significant dilution as a result of the Transaction, the Dizun Shares are currently halted from trading pending completion of the Transaction eliminating any liquidity and no regulatory authority has passed on the merits of the Transaction; reliance upon key management; adverse changes in general economic conditions; litigation risk; reputational damage; risk that Maitri will be unable to meet its obligations under financial instruments; conflicts of interest; significant ownership and control by significant shareholders; no dividends; requirement for additional financing; that costs and administrative burden of securities law compliance; discretion in the use of unallocated funds; fluctuations in the price of the Resulting Issuer's shares; potential dilution from the exercise of convertible securities; and dilution from additional financings, all as more particularly described in "*Risk Factors*".

Although each of Dizun and Maitri have attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. Consequently, all forward-looking statements made in this Listing Statement and other documents of Dizun and/or Maitri are qualified by such cautionary statements and there can be no assurance that the anticipated results or developments will actually be realized or, even if realized, that they will have the expected consequences to or effects on Dizun and/or Maitri. The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that Dizun and/or Maitri and/or persons acting on their behalf may issue. Dizun and/or Maitri undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

Maitri is solely responsible for all information contained herein concerning Maitri and the Resulting Issuer, and Dizun accepts no responsibility for such disclosure. Dizun is solely responsible for all information contained herein concerning Dizun, and Maitri accepts no responsibility for such disclosure. Please see information under the heading "*Risk Factors*".

2. CORPORATE STRUCTURE

2.1 Overview

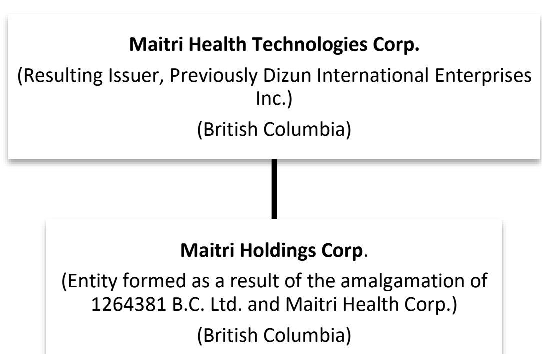
Maitri is a British Columbia corporation incorporated on September 25, 2018 pursuant to the BCBCA under the name Pinot Capital Corp. Maitri changed its name to NanoID Technologies Inc. on May 19, 2020 and then to Maitri Health Corp. on July 23, 2020. Maitri's registered office is located at 2200 – 885 West Georgia Street, Vancouver, BC V6C 3E8.

Dizun is a British Columbia corporation incorporated on November 22, 2011 pursuant to the BCBCA under the name Dizun International Enterprises Inc. Dizun's registered office is located at 10th floor, 595 Howe Street, Vancouver, BC V6C 2T5. The Dizun Shares are listed on the CSE and Dizun is a reporting issuer in British Columbia, Alberta and Ontario.

2.2 Corporate Structure

Dizun has one wholly-owned subsidiary, 1264381 B.C. Ltd., (referred to herein as "**Dizun Subco**") a corporation incorporated on September 4, 2020, pursuant to the BCBCA, solely for the purposes of facilitating the completion of the Amalgamation. The following chart depicts the proposed corporate structure of Dizun prior to completion of the Transaction:

Maitri does not have any subsidiaries. The following chart depicts the proposed corporate structure of the Resulting Issuer upon completion of the Transaction:



2.3 Fundamental Change

Dizun is requalifying for a listing following a fundamental change and change of control, whereby Dizun will acquire all of the issued and outstanding Maitri Shares pursuant to a three-cornered amalgamation with Maitri and Dizun Subco. On September 9, 2020, Maitri, Dizun and Dizun Subco entered into the Amalgamation Agreement, which was subsequently amended and restated on October 7, 2020. Pursuant to the terms of the Amalgamation Agreement, and subject to certain conditions, including receipt of applicable regulatory and shareholder approvals and the completion of the Consolidation, Maitri will amalgamate with Dizun Subco under subsection 269 of the BCBCA to form Amalco. Amalco will be a wholly-owned subsidiary of Dizun and the Maitri Shareholders will be issued one Resulting Issuer Share for every two Maitri Shares held immediately prior to the completion of the Transaction. Amalco will carry on the business of Maitri and although the Transaction will result in Amalco becoming a wholly-owned subsidiary of Dizun, the Transaction will constitute a reverse take-over of Dizun because the former Maitri Shareholders will own a majority of the outstanding shares of the Resulting Issuer. See information under the heading – "*General Development of the Business, The Amalgamation*" for more information on the Transaction.

3. GENERAL DEVELOPMENT OF THE BUSINESS

3.1 History

Summary

Maitri is engaged in the procurement and management of a stable supply system of Canadian and North American-manufactured personal protective equipment ("**PPE**") to meet the intensifying demands of Canadian and international markets. Maitri will deliver a comprehensive suite of PPE products – including certified masks, face shields, anti-viral cleaning solutions and disinfectants. Maitri also intends to enter into agreements to secure the rights to test kits and to provide innovative technology solutions. In connection therewith, Maitri has recently signed the Test Kit Contract with the Test Kit Distributor (each as defined below), whereby the Test Kit Distributor has provided Maitri with the non-exclusive and non-assignable right to sell the Test Kit Distributor's polymerase chain reaction QuantiVirus™ SARS-CoV-2 test kits for a term of one year, subject to receipt of Health Canada approval. The distribution right is limited to customers who have places of business in and will initially use the Test Kit Distributor's products in Canada and Mexico. Furthermore, Maitri has secured a supply agreement for a broad-spectrum non-toxic liquid commercial disinfectant, which has the necessary health and regulatory approvals to be sold commercially in Canada and the United States. Maitri also has exclusive wholesale distribution rights for Canadian-manufactured American Society for Testing and Materials (ASTM) Level 3 certified particulate-filtering face masks. Maitri is securing domestic production and exclusive or semi-exclusive supply agreements for several additional lines of healthcare materials, all of which have, or are in the process of obtaining, the necessary health and regulatory approvals to be sold commercially in Canada and the United States.

In parallel to materials supply, Maitri is developing technology partnerships to integrate the supply of materials with production, shipping, and onsite usage. Maitri's technology infrastructure will be developed to provide its customers with the intelligence to manage health and well-being of individuals. Maitri's software platform will manage all materials in its system, track the progress of orders and usage patterns at their site and establish an evergreen lifecycle for consistent supply and environmental sustainability. Maitri does not currently generate revenue.

Overview of the Business

Since incorporation on September 25, 2018, Maitri's activities have focused on the areas listed below.

- From incorporation on September 25, 2018 until mid-2020, Maitri was identifying and evaluating assets or businesses for acquisition.
- In June 2020, Maitri focused its efforts on developing a coordinated global platform to deliver reliable, high quality health care solutions.
- In July 2020, Maitri completed a full rebrand to Maitri Health Corp. and launched its website.

- In July 2020, Maitri closed a non-brokered private placement of $240,000, of which $35,000 was for settlement of accounts payable, for net proceeds of $205,000, at a price of $0.01 per common share and $25,000 in connection with a non-brokered private placement at a price of $0.025 per common share.
- From July 2020 to present, Maitri has been actively working to secure supplier agreements, and is currently working on additional product development and wholesale agreements.
- On August 23, 2020, Maitri entered into a confidential memorandum of understanding (the "**Design Contract**") with Tinkerine Studios Inc. whereby the parties will, among other things, collaborate to design proprietary medical products and devices and complete testing and validation of such medical products and devices. The current products being designed include a clear cup mask and a locally produced test kit swab. The term of the Design Contract is for 180 days from the date of signing unless otherwise extended by mutual agreement. The parties are actively negotiating a definitive agreement.
- On August 31 2020, Maitri entered into a wholesale supply agreement (the "**Disinfectant Contract**") with CleanTerra Services Ltd. and DS Oil Services Canada Corporation (together, the "**Disinfectant Distributors**") for a broad-spectrum non-toxic liquid commercial disinfectant, which has the necessary health and regulatory approvals to be sold commercially in Canada and the United States (the "**Disinfectant**").
- On September 1, 2020, Maitri entered into a wholesale supply agreement (the "**Mask Contract**") with 1019225 BC Ltd, DBA Inno Lifecare (the "**Mask Distributors**"), pursuant to which Maitri secured exclusive wholesale distribution rights for American Society for Testing and Materials (ASTM) Level 3 certified medical grade particulate-filtering face masks produced in British Columbia, Canada (the "**Masks**").
- On September 10, 2020, Maitri entered into a wholesale supply agreement (the "**Shield Contract**") with Win-Shield Medical Devices Inc. (the "**Shield Distributors**"), pursuant to which Maitri secured exclusive wholesale distribution rights for a patent-pending protective visor intended to shield the face of users, manufactured in Canada (the "**Shields**").
- On September 17, 2020, Maitri entered into a wholesale supply agreement (the "**Sanitizer Contract**") with Crowd Can Safety Inc. (the "**Sanitizer Distributors**"), pursuant to which Maitri secured exclusive wholesale distribution rights for a high quality hand sanitizer, sanitizer stand and protective barriers manufactured in Canada (the "**Sanitizer**").
- In September, Maitri engaged Maynard Communication, Limited to provide digital media marketing, brand development and product marketing over a three-month period for $250,000.
- On October 5, 2020, Maitri entered into a wholesale supply agreement (the "**Test Kit Contract**") with DiaCarta Inc. (the "**Test Kit Distributor**") for a polymerase chain reaction ("**PCR**") test kit, with samples collected via saliva or extracted from nasopharyngeal swabs, oropharyngeal swabs and sputum, which is pending Health Canada approval.
- In October 2020, Maitri closed a non-brokered private placement for gross proceeds of $250,000, at a price of $0.50 per common share.
- In October and November 2020, Maitri plans to take steps to launch a technology platform in the following months that serve as a baseline for health tracking of individuals, well-being of individuals, inventory management of materials sold by Maitri and logistics management. Maitri expects that this technology platform will be expanded into various areas to better serve our clients.

Maitri has not generated any revenue from operations since incorporation on September 25, 2018.

3.2 Expected Changes

Apart from completing the Transaction, and all matters related thereto, Maitri does not anticipate any changes to occur to its business in the current financial year. Maitri intends to move forward in the ordinary course in carrying out its strategies, meeting its business objectives and developing its business as described elsewhere in this Listing Statement – see information under the heading "*Narrative of the Business*" for a description of Maitri's business.

3.3 Financings & Repurchases

Set forth below is a list of equity financings and repurchases completed by Maitri since the date of incorporation on September 25, 2018 to the date hereof:

- In July 2020, Maitri closed a private placement of 24,000,000 common shares at $0.01 per common share for $240,000, of which $35,000 was for settlement of accounts payable, resulting in net proceeds of $205,000.
- In July 2020, Maitri closed a private placement of 1,000,000 common shares at $0.025 per common share for gross proceeds of $25,000.
- In July 2020, Maitri repurchased 1 common share for $0.01 issued on incorporation.
- In October 2020, Maitri closed a private placement of 500,000 common shares at $0.50 per common share for gross proceeds of $250,000.

Set forth below is a list of equity financings completed by Dizun for the last three most recently completed financial years:

- In July 2020, Dizun closed a private placement of 30,000,000 units at $0.025 per unit, for total gross proceeds of $750,000. Each unit issued was comprised of one Dizun Share and one Dizun Warrant, with each such Dizun Warrant entitling the holder thereof to purchase one additional Dizun Share at an exercise price of $0.025 per share for a period of 24 months from the date of issue.

3.4 Significant Acquisitions

Apart from the Amalgamation, neither Maitri or Dizun have completed any significant acquisitions in the past three years.

3.5 The Amalgamation

General

Effective September 9, 2020, and amended on October 7, 2020, Maitri and Dizun entered into the Amalgamation Agreement. Pursuant to the terms of the Amalgamation Agreement, and subject to certain conditions, including receipt of applicable regulatory and shareholder approvals and the completion of the Consolidation, Maitri will amalgamate with Dizun Subco under Section 269 of the BCBCA to form Amalco. Amalco will be a wholly-owned subsidiary of Dizun and the Maitri Shareholders will be issued one Resulting Issuer Share for every two Maitri Shares held immediately prior to the completion of the Transaction.

Although the Transaction will result in Amalco becoming a wholly-owned subsidiary of Dizun, the Transaction will constitute a reverse take-over of Dizun because the former Maitri Shareholders will own a majority of the outstanding shares of the Resulting Issuer. Upon completion of the Transaction, Dizun will change its name to “Maitri Health Technologies Corp.” or such other similar name as the parties may agree to.

Result of the Transaction

There are currently 71,605,881 Dizun Shares (or 3,580,295 Dizun Shares on a post-Consolidation basis), 70,000 Dizun Warrants (or 3,500 post-Consolidation warrants) and 25,500,000 Maitri Shares, issued and outstanding.

As a result of the Transaction, it is expected that Dizun will issue an aggregate of 12,750,000 Resulting Issuer Shares issuable in exchange for the outstanding Maitri Shares.

In addition, an aggregate of up to 3,500 Resulting Issuer Shares will be reserved for issuance upon the exercise of the post-Consolidation Dizun Warrants.

Upon closing of the Transaction: (i) there will be an aggregate of 16,330,295 Resulting Issuer Shares outstanding on a non-diluted basis (ii) former Maitri Shareholders will hold approximately 78.08% of the Resulting Issuer Shares; and (iii) Dizun Shareholders will hold approximately 21.92% of the Resulting Issuer Shares. If the required shareholder approval and the other conditions to the Transaction are satisfied or waived, the Resulting Issuer is expected to be listed on the CSE under the trading symbol "MTEC".

The Amalgamation Agreement

The following is a non-exhaustive summary of certain material provisions of the Amalgamation Agreement and is qualified in its entirety by reference to the complete text of the Amalgamation Agreement, a copy of which is available at www.sedar.com under Dizun's profile. All terms not otherwise defined in this Listing Statement have the meanings ascribed thereto in the Amalgamation Agreement.

Representations and Warranties

The Amalgamation Agreement contains representations and warranties made by each of Dizun, Dizun Subco, and Maitri. The assertions embodied in those representations and warranties are solely for the purposes of the Amalgamation Agreement. Certain representations and warranties may not be accurate or complete as of any specified date and therefore, should not be relied on as statements of factual information.

The Amalgamation Agreement contains representations and warranties of Dizun, Dizun Subco and Maitri relating to certain matters including, among other things: incorporation; corporate power; compliance with applicable laws, reporting issuer status; composition of share capital; status of material contracts; conduct of business; absence of restrictions on business; corporate structure; authority to execute and deliver the Amalgamation Agreement and perform its obligations under the Amalgamation Agreement; absence of conflict with or violation of constating documents, agreements or applicable laws; consents and approvals; financial condition; tax filings; creditor relations; indebtedness; material liabilities; asset ownership and related obligations and matters related to the Amalgamation.

Mutual Covenants of Dizun and Maitri

Each of the parties to the Amalgamation covenanted to each other that subject to the terms of the Amalgamation Agreement:

(a) neither party will, among other things:

(i) alter or amend its constating documents;

(ii) take any action that would render, or may reasonably be expected to render, any representation or warranty made by such party in the Amalgamation Agreement untrue in any material respect;

(iii) except as provided in the Amalgamation Agreement, amalgamate or consolidate with, or enter into any other corporate reorganization with, any other corporation or person or perform any act or enter into any transaction or negotiation which, in the opinion of the other party, acting reasonably, interferes or is inconsistent with the completion of the transactions contemplated under the Amalgamation Agreement;

(iv) from and including the date of the Amalgamation Agreement through to and including the date of closing of the Amalgamation, issue or reach any agreement or understanding with any other party to issue any securities without the prior written consent of the other party; and

(v) directly or indirectly, solicit, initiate, assist, facilitate, promote or knowingly encourage the initiation of proposals or offers from, entertain or enter into discussions or negotiations with any person other than the other parties to the Amalgamation Agreement, with respect to any amalgamation, merger, consolidation, arrangement, restructuring, sale of any material assets or part thereof of such party, unless such action, matter or transaction is part of the transactions contemplated in the Amalgamation Agreement or is required as a result of the duties of directors and officers of the applicable party in compliance with applicable laws;

(b) each party will, among other things:

(i) carry on its business in the usual, regular and ordinary course of business consistent with its past practice;

(ii) take, or cause to be taken, all action and do, or cause to be done, all other things reasonable, necessary, proper or advisable under applicable laws to complete the Amalgamation;

(iii) obtain all necessary consents, assignments, waivers and amendments to or terminations of any agreements and take such measures as may be appropriate to fulfill its obligations hereunder and to carry out the transactions contemplated under the Amalgamation Agreement;

(iv) effect all necessary registrations, filings and submissions of information requested by applicable government authorities required to be effected by it in connection with the Amalgamation;

(v) oppose, lift or rescind any injunction or restraining or other order seeking to stop, or otherwise adversely affecting its ability to consummate, the Amalgamation and to defend, or cause to be defended, any proceedings to which it is a party or brought against it or its directors or officers challenging the Amalgamation Agreement or the consummation of the transactions contemplated thereby;

(vi) reasonably cooperate with the other parties and their tax advisors in structuring the Amalgamation and other transactions contemplated to occur in conjunction with the Amalgamation in a tax effective manner and assist the other parties and their tax advisors in making such investigations and enquiries with respect to such parties in that regard, as the other parties and its tax advisors shall consider necessary, acting reasonably;

(vii) use reasonable commercial efforts to obtain and maintain the third party approvals applicable to them and provide the same to the other parties on or prior to the Effective Date;

(viii) from and including the date of the Amalgamation Agreement through to and including the date of closing of the Amalgamation, maintain their assets in good standing free and clear of all liens, charges and encumbrances, including the payment of all fees, rentals, rates, taxes, bonds and other payments relating to the such assets; and

(ix) promptly notify the other parties in writing of any material breach by such party of any covenant, obligation or agreement contained in the Amalgamation Agreement,

in each case, other than pursuant to any fiduciary obligations of its directors.

Mutual Conditions Precedent

Each party’s obligation to satisfy their respective covenants in the Amalgamation Agreement and consummate the Amalgamation and other transactions contemplated therein is subject to the satisfaction, on or before the Effective Date, of the following conditions:

(a) the Maitri Shareholders shall have approved the Maitri Amalgamation Resolution;

(b) completion of due diligence to the satisfaction of each party;

(c) receipt of all required regulatory, shareholder and third party approvals including and compliance with all applicable regulatory requirements and conditions necessary to complete the Transaction, as applicable;

(d) all other approvals, consents and orders that are necessary or advisable for the consummation of the Amalgamation or other transactions contemplated therein shall have been obtained or received from the persons, authorities or bodies having jurisdiction in the circumstances, all on terms satisfactory to each of the parties acting reasonably;

(e) there shall not be in force any prohibition at law, order or decree restraining or enjoining the consummation of the Amalgamation or other transactions contemplated herein;

(f) the approval of the Registrar of the Amalgamation shall have been obtained under the BCBCA; and

(g) the Amalgamation Agreement not having been terminated.

Conditions Precedent for the Benefit of Dizun and Dizun Subco

The obligation of Dizun and Dizun Subco to satisfy their respective covenants in the Amalgamation Agreement and consummate the Amalgamation and other transactions contemplated therein is subject to the satisfaction, on or before the Effective Date:

(a) the directors of Maitri will have adopted all necessary resolutions and all other necessary corporate action will have been taken by Maitri to permit the consummation of the Transaction;

(b) there being no legal proceedings or regulatory actions or proceedings against Maitri as of the Closing Date which may have a Material Adverse Effect on Maitri, its business, assets or financial condition;

(c) there being no inquiry or investigation (whether formal or informal) in relation to Maitri or its directors or officers commenced or threatened by any securities commission or regulatory body having jurisdiction such that the outcome of such inquiry or investigation could have a Material Adverse Effect on Maitri, its business, assets or financial condition;

(d) all representations and warranties of Maitri under the Amalgamation Agreement shall be true and correct as of the Closing Date as if made on and as of such date (except to the extent such representations and warranties speak as of an earlier date, in which event such representations and warranties shall be true and correct as of such earlier date, or except as affected by transactions contemplated or permitted by the Amalgamation Agreement), except where the failure of such representations and warranties to be true and correct, individually or in the aggregate, would not result, or would not reasonably be expected to result, in a Material Adverse Change in respect of Maitri and would not, or would not reasonably be expected to, materially delay completion of the Amalgamation and the transactions otherwise contemplated under the Amalgamation Agreement;

(e) all covenants of Maitri under the Amalgamation Agreement to be performed on or before the Closing Date shall have been performed by Maitri in all material respects;

(f) all consents, waivers and approvals required to be obtained by Maitri from a counter-party to a material contract of Maitri required in connection with, or to permit the consummation of, the Amalgamation or any transaction otherwise contemplated under the Amalgamation Agreement, shall have been obtained on terms and conditions satisfactory to Dizun, acting reasonably;

(g) there will not be any outstanding warrants or options to purchase, or securities convertible into, Maitri Shares;

(h) Maitri will have executed and delivered, at Closing, such customary agreements, legal opinions, certificates, resolutions and other closing documents as may be required by the other parties to the Amalgamation Agreement, all in form satisfactory to the other parties to the Amalgamation Agreement, acting reasonably; and

(i) satisfactory completion of due diligence by Dizun, its counsel and representatives on the business, assets, financial condition and corporate records of Maitri, acting reasonably; and

(j) there shall have been no Material Adverse Changes with respect to Maitri between the date of signing the Amalgamation Agreement and the completion of the Amalgamation.

Conditions Precedent for the Benefit of Maitri

The obligation of Maitri to satisfy its covenants herein and consummate the Amalgamation and other transactions contemplated herein is subject to the satisfaction, on or before the Effective Date:

(a) the directors and shareholders of Dizun and Subco will have adopted all necessary resolutions and all other necessary corporate action will have been taken by Dizun and Subco to permit the consummation of the Amalgamation Agreement and the Transaction;

(b) satisfactory completion of due diligence by Maitri, its counsel and representatives on the business, assets, financial condition and corporate records of Dizun, acting reasonably;

(c) there being no legal proceedings or regulatory actions or proceedings against Dizun as of the Closing Date which may have a Material Adverse Effect on Dizun, its business, assets or financial condition;

(d) there being no inquiry or investigation (whether formal or informal) in relation to Dizun or its directors or officers commenced or threatened by any securities commission or official of the Canadian Securities Exchange or regulatory body having jurisdiction such that the outcome of such inquiry or investigation could have a Material Adverse Effect on Dizun, its business, assets or financial condition;

(e) all representations and warranties of Dizun under the Amalgamation Agreement shall be true and correct as of the Closing Date as if made on and as of such date (except to the extent such representations and warranties speak as of an earlier date, in which event such representations and warranties shall be true and correct as of such earlier date, or except as affected by transactions contemplated or permitted by the Amalgamation Agreement), except where the failure of such representations and warranties to be true and correct, individually or in the aggregate, would not result, or would not reasonably be expected to result, in a Material Adverse Change in respect of Dizun and would not, or would not reasonably be expected to, materially delay completion of the Amalgamation and the transactions otherwise contemplated under the Amalgamation Agreement;

(f) all covenants of Dizun under the Amalgamation Agreement to be performed on or before the Closing Date shall have been performed by Dizun in all material respects;

(g) there being no other issued and outstanding securities in the capital of Dizun other than as disclosed in the Amalgamation Agreement;

(h) Dizun shall have completed the Consolidation, such that Dizun's issued and outstanding share capital consists of 3,580,294 Dizun Shares prior to the Closing, subject to adjustment for any additional issuances of Dizun Shares as disclosed in the Amalgamation Agreement;

(i) Dizun having changed its name to "Maitri Health Technologies Corp.", or such other name as is acceptable to Maitri;

(j) the Resulting Issuer Shares issued as consideration for the Maitri Shares being issued as fully paid and non-assessable common shares in the capital of the Resulting Issuer free and clear of any and all encumbrances, liens, charges and demands of whatsoever nature;

(k) on Closing, the directors of the Resulting Issuer shall be Andrew Morton, Gavin Cooper, Sav DiPasquale, Tony Clement and Dr. Solomon Pillersdorf and the officers of the Resulting Issuer shall be Andrew Morton and Marlis Yassin;

(l) Dizun will have executed and delivered, or cause to be executed and delivered, at the closing of the Transaction, such customary agreements, legal opinions, certificates, resolutions and other closing documents as may be required by the other parties to the Amalgamation Agreement, all in form satisfactory to the other parties to the Amalgamation Agreement, acting reasonably; and

(m) there shall have been no Material Adverse Changes with respect to Dizun between the date of signing the Amalgamation Agreement and the completion of the Amalgamation.

3.5 Trends, Commitments, Events and Uncertainties

The information set forth below is forward-looking information and is based on Maitri's expectations as of the date of the Listing Statement. The forward-looking information below is subject to change and is subject to a number of risks, assumptions and uncertainties – see information under the heading "*Forward-Looking Information*" for a further explanation.

4. NARRATIVE DESCRIPTION OF THE BUSINESS

4.1 Overview

Maitri has a vision to provide a global platform for health care supply security with a focus on domestic production and sustainability. Maitri is establishing new protocols for production, logistics, testing and management of essential health care needs, achieved through combining reliable supply chains with information technology.

Recent experiences around the world have exposed the frailty of our global health care supply chains. Institutions, industry and governments are competing with each other to secure healthcare materials with little assurance on the reliability of vendors or quality of products. Healthcare and industries in need of supplies have limited, if any, visibility into availability of materials and which suppliers to trust. This has exposed a need for a new kind of system for organizations across multiple industries to effectively manage supply chains and data management associated with healthcare material usage.

The healthcare industry has been put into an unprecedented situation where new safety protocols for workers have become essential to continue operations. Businesses are facing a higher responsibility threshold to protect the health and safety of their workers to maintain operations. Knowledge and the acquisition of protective materials to keep workers from infecting one another has become necessary to maintain continuity. Hospitality-based businesses, such as airlines, hotels and restaurants have similar considerations for the welfare of employees, and are also faced with a responsibility to reduce public exposure. Maitri has six advisors who are considered to be experts in their respective fields, including public health care, infectious disease control, and health care supply chain. The advisors are:

1. Hon. Tony Clement (proposed board member), former federal Minister of Health, Minister of Industry and President of the Treasury Board;

2. Dr. James Shepherd, MD, PhD (advisory board member) is an infectious diseases specialist with special expertise in HIV and tuberculosis. Dr. Shepherd is an associate professor of medicine at Yale School of Medicine;

3. Sav DiPasquale (proposed board member), senior executive with over 30 years of experience in the pharmaceutical, biotechnology and transportation industries. Mr. DiPasquale spent almost seventeen years at Glaxo Smith Kline in various senior positions, including Vice President of Business Development and Chief Information Officer;

4. Dr. Anne Snowdon (advisory board member) is a leader in health system innovation and transformation and global supply chain infrastructure in healthcare. She is currently Professor of Strategy and Entrepreneurship and Chair of the World Health Innovation Network (WIN), at the University of Windsor, Odette School of Business. With a PhD in Nursing from the University of Michigan, Dr. Snowdon currently leads a global network, SCAN Health, to disseminate new knowledge and enable cross jurisdiction learning to accelerate supply chain transformation across global health systems. Dr. Snowdon has published more than 140 research articles, papers and cases, has received more than $22 million in research funding, holds patents, and has commercialized a highly successful booster seat product for children traveling in vehicles;

5. Sashko Despotovski (advisory board member) is a seasoned investment banker and an active investor in both private and public companies. He is a Canadian national living in the Nordics, with international corporate finance experience in the healthcare, energy, real estate, and technology sectors, as well as a former PwC M&A director. Mr. Despotovski has held posts within several funds and hedge funds in the investment banking capacity in USA and Canadian markets, as well as on the operational side as management and as a director for a number of companies. Mr. Despotovski holds advisory board seats at several international companies and is currently managing director of Hinna Park Capital in Norway; and

6. Jodi Butts (advisory board member) is a lawyer by trade and an entrepreneur at heart. Ms. Butts is a healthcare executive with a strong track record in driving positive change and growth within leading organizations. Previously, she served as Chief Executive Officer of Rise Asset Development and Senior Vice-President of Operations and Redevelopment at Mount Sinai Hospital. Ms. Butts brings significant governance experience as she currently serves as an independent director at Canada Goose Holdings Inc. and Aphria Inc., is a member of the Dot Health Inc. board of directors and has held the Chair role on several boards. She also holds several board advisory roles including with Bayshore Home Healthcare and the World Health Innovation Network at the University of Windsor.

These advisors have a significant amount of experience with the health-related divisions in the provincial and federal levels of government. Maitri relies on the expertise and experience of these advisors, all of whom have indicated that planning protocols and reliable materials for safety will be a government requirement in the future to avoid further outbreaks and shutdowns for businesses of all types and in all industries.

Business Overview

Maitri is establishing an integrated system of high-quality health care supplies with an advanced supply chain. Maitri's system delivers a combination of onshore supply and rigorous quality assurance to ensure materials meet a high quality standard. Our customers gain the visibility and assistance they need to ensure the materials they receive are reliable, high quality, and in good supply. By developing best practices, Maitri will help simplify procurement and onsite management of all types of materials: PPE, medical devices, pharmaceuticals, vaccines, diagnostics and other materials.

Maitri has secured a supply agreement for a broad-spectrum non-toxic liquid commercial disinfectant and exclusive wholesale distribution rights for Canadian-manufactured, medical grade particulate-filtering face masks, designated with ASTM levels 1, 2 and 3 certifications. Maitri is securing domestic production and exclusive or semi-exclusive supply agreements for several additional lines of healthcare materials.

In parallel to materials supply, Maitri is developing technology partnerships to integrate materials supply with production, shipping, and onsite usage; this is expected to be in place for H1 FY 2021. This is intended to provide

Maitri's clients with the intelligence to manage all materials in our system, track the progress of orders and usage patterns at their site and establish an evergreen lifecycle for consistent supply and environmental sustainability. With advanced data software, Maitri intends for its business to expand into an intelligent platform to support the well-being of individuals; while at the same time create a dependable global health care supply chain. Maitri intends to deliver a combination of materials and technology that will enable our economy to function into the future.

Maitri is led by industry professionals in healthcare, global supply chain and technology. Its unique business model offers an advanced, multi-faceted platform of products and services to keep people safe and economies running. Designed with dependability and certainty, Maitri's system provides peace of mind and confidence to countries and organizations scrambling to find, secure and receive reliable healthcare materials -- and overall comfort in the safety of individuals.

Maitri has secured five key wholesale distribution contracts: (1) the Disinfectant Contract; (2) the Mask Contract; (3) the Shield Contract; (4) the Sanitizer Contract; and (5) the Test Kit Contract.

Disinfectant Contract

Pursuant to the Disinfectant Contract, Maitri has acquired the exclusive right to sell the Disinfectant to certain protected accounts in Canada as well as the rights to purchase the Disinfectant from the Disinfectant Distributors for certain agreed upon prices. Maitri may also sell the product internationally, provided there are no pre-existing direct sales relationship through Envirocleanse or any of its distributors or resellers.

Mask Contract

Pursuant to the Mask Contract, Maitri has acquired the exclusive right to sell and distribute the Masks globally on a wholesale basis as well as the rights to purchase the Masks from the Mask Distributor for certain agreed upon prices.

Shield Contract

Pursuant to the Shield Contract, Maitri has acquired the exclusive right to sell the Shields (patent-pending protective visors intended to shield the face of users marked under the trade name "C-Shield", along with certain other product variations) to customers in Canada and in all jurisdictions worldwide, other than to certain existing customers of the Shield Distributors.

Sanitizer Contract

Pursuant to the Sanitizer Contract, Mairti has acquired the exclusive right to sell and distribute the Sanitizer (isopropanol hand sanitizer and hand sanitizer foot stand), along with fire-safe tempered glass safety barriers to clients in Canada and worldwide, other than to certain exempt clients as set forth in the Sanitizer Contract.

Test Kit Contract

Pursuant to the Test Kit Contract, Maitri has acquired the non-exclusive and non-assignable right to sell PCR test kits for a term of one year, subject to receipt of Health Canada approval. The distribution right is limited to customers who have places of business in and will initially use the PCR test kits in Canada and Mexico. Tests Kits include The QuantiVirus™ Saliva Collection Kit, a sample collection kit of patient saliva for SARS-CoV-2 (COVID-19) and other virus detection, and The QuantiVirus™ SARS-CoV-2 Multiplex Test Kit, which is based on Real-Time PCR technology, developed for specific detection of SARS-CoV-2 viral RNA extracted from nasopharyngeal swabs, oropharyngeal swabs and sputum.

4.2 Business Objectives

Milestones and Business Objectives

Maitri intends to use the available funds, in part, to achieve the following milestones (the "**Milestones**") and corresponding business objectives:

Milestone	Expected Timeline	Expected Cost
Solidify 2 to 3 additional key material relationships and supply lines for products in healthcare.	Completed in the fourth quarter fiscal 2020.	Legal costs of approximately $10,000.
Secure key logistics relationships for effective distribution of materials.	Completed in fourth quarter of fiscal 2020.	No up-front cost, future expenditure will correspond with sales transactions.
Build a team of specialists in healthcare, supply chain, logistics and information technology to support its platform.	Growth will occur as the need arises based on sales agreements. Current efforts are being performed by senior management, consultants and board members.	To be determined based on the needs of the Company at the time, considering the role to be filled, skill level, experience and equity incentives.

The Company does not anticipate a significant cost associated with these milestones. The completion of the milestones described in the table above will allow the Resulting Issuer to be in a position where it can generate revenue through the sale of products it has purchased from its network of suppliers to the ultimate consumers of such products.

The Resulting Issuer will have unallocated working capital of $72,972 as of October 31, 2020. The Resulting Issuer will use its working capital and additional funds raised through equity or debt financing, as necessary, to:

1) pay for the milestones described above, as well as unanticipated expenses necessary build its business; and

2) place purchase orders with its network of suppliers to fulfill orders placed by the Resulting Issuer's network of consumers.

4.3 Funds Available

The following is a breakdown of the funds that will be available to the Resulting Issuer (the "**Available Funds**") as of the most recent month end prior to filing this Listing Statement:

Source of Funds(1)	Available Funds
Estimated working capital Dizun(2)	$753,749
Estimated working capital of Maitri	$(213,287)
Total	**$540,462**

(1) As at October 31, 2020

(2) Includes proceeds of $250,000 from the Maitri private placement completed in October 2020.

4.4 Principal Purposes

The following table sets out the principal purposes for which the Available Funds available will be used by the Resulting Issuer

Use of Available Funds	Amount
Estimated available funds (1)	**$540,462**
Operating expenses for 12 months (2)	$396,490
Estimated Transaction Costs (3)	$71,000
Unallocated Working Capital	$72,972
Total	**$540,462**

(1) As at October 31, 2020

(2) Estimated operating expenses for 12 months include:

Operating Expenses - 12 months (October 2020 – September 2021)	Amount
General and administration	$7,440
Insurance	$20,000
Transfer agent and filing fees	$12,750
Investor relations and marketing	$20,700
Salaries	$131,000
Consulting	$176,000
Licensing	$4,600
Professional fees	$24,000
Total	**$396,490**

(3) Estimated Transaction Costs, in addition to costs already incurred, are $71,000, comprised of professional fees of $35,000, consulting fees of $25,000, transfer agent fees of $6,000 and listing fees of $5,000, incurred by Dizun and Maitri in connection with the Transaction.

The Resulting Issuer intends to spend its Available Funds as stated in this Listing Statement. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary.

4.5 Principal Products and Services

Initial Products and Services

Maitri is currently focused on the following key products and services:

- Domestically produced masks;
- Environmentally friendly anti-viral cleaning solutions;
- Domestically produced face shields with an emphasis on environmental sustainability;
- Domestically produced, high quality hand sanitizer;
- Viral test kits; and
- Logistics and tracking software.

Maitri intends to expand into more product lines to grow its breadth of materials and technical offerings, and eventually serve new markets and is constantly evaluating complimentary products in connection therewith.

Maitri is developing an integrated system of high-quality health care supplies with transparent supply chain methods. Our roadmap of materials and software delivery will result in onshore supply of health care supplies using materials that meet our high quality standards. Our first phase is focused on securing domestic supply chain of materials, and as we progress, we will integrate a software platform for advanced services. Our goal is to develop best practices for materials management, track and trace technology, and digital health management.

Distribution

Maitri will distribute products through a network of sales agents. Distribution will be a combination of third-party logistics ("**3PL**") partners and stocking distributors to reach our domestic and international customers. Under the 3PL model, Maitri contracts logistics partners to manage inventory and ship products to Maitri customers. In this distribution model, Maitri is the vendor of record to the end customer. In the stocking distributor model, the distributor buys inventory from Maitri and resells it to their customers. Under this distribution model, the distributor purchases products from Maitri and resells the products to their customers as the vendor of record.

Method of Production

Maitri integrates various sources of materials, as such, Maitri either outsources or contracts manufacturing from established suppliers. Maitri's integrated model is based on sourcing quality materials produced by 3rd parties and selling solutions to our customers. Our plans include strict material standards to ensure Maitri represents premium quality products that meet and exceed the needs of customers, including corporate and healthcare.

Specialized Skill and Knowledge

Maitri is growing a team of specialists in various fields to best deliver on our plans, including sourcing, selling and delivering health care solutions. The Resulting Issuer's CEO comes from a technology, international trade and supply chain background and understands how to deliver solutions consistent with Maitri's strategy. Mr. Morton has a network of qualified professionals capable of building software platforms and running logistics.

Sourcing and managing healthcare materials requires us to consult subject matter experts in medical devices. The Resulting Issuer Board is comprised of subject matter experts in healthcare, pharmaceuticals, and public healthcare policy. In addition, Maitri's Advisory Board is comprised of professionals with backgrounds in infectious disease, public healthcare, healthcare supply chain, and international business. Maitri is confident that the Resulting Issuer will have access to qualified professionals through the network of the Resulting Issuer Board and Maitri's Advisory Board.

Initial Target Market Sectors

Maitri intends to initially target two types of customers with its products and services:

1) **Healthcare:** This includes, but is not limited to: public and private healthcare systems in various countries, hospitals, clinics and distributors that serve these markets; and

2) **Industry:** This includes, but is not limited to: airlines, hospitality (including restaurant chains and hotels), retail, legal firms, banking, manufacturing, agriculture, food processing production, building management, logistics companies and distributors.

Intangible Properties

Maitri is focused on building a brand identity synonymous with quality and reliability. Maitri will source suppliers who have unique and/or patented solutions to bring high-quality, innovative solutions to our customers. Our software strategy will help shape a better quality of life, more efficient business practices surrounding health matters and support improvements in supply chain management.

Seasonality

Maitri's plans include international delivery of services. With global needs fluctuating based on location and time of year, Maitri does not anticipate a significant cyclical or seasonal component to its business.

Competition

Maitri sees limited competition in the global landscape for our operating model. Our business was founded on the need to stabilize stressed businesses to access quality, reliable healthcare supply. We have engaged industry leaders to support us in executing our vision to redefine the health care supply chain. It is our view that the alternatives to Maitri have contributed to the problems our business was founded to solve.

Our main competition for sales in Canada, the United States, Latin America, Europe and Africa are products manufactured in Asia. The need for traceable materials and a complete system will be Maitri's competitive advantage.

Employees

As at September 30, 2019, Maitri's most recent financial year-end, the Company had no employees. In July 2020, Maitri hired its CEO and contracted its CFO, in addition to engaging contractors to support with business development, branding and marketing. To date, in addition to the CEO and CFO, the Company has engaged seven contractors to support corporate, administrative, and management functions. Maitri expects to increase its sales and product team as soon as supplier agreements are secured, and will continue to expand its team to meet its growth. As business expands, Maitri will hire logistics subject matter experts to meet demands on the business, and will build a technical team to launch its software platform.

Environmental Protection

Wherever possible, Maitri will make agreements with partners that are focussed on environmentally friendly materials and processes. This can be achieved a number of ways which could include: non-toxic materials, recyclable materials, methods as part of a system for materials collection, re-useable materials, and software to manage best practices. Maitri expects its focus on sustainability will be a competitive advantage.

Foreign Operations

Maitri is launching initial operations in Canada and has plans in its first phase to expand exports from Canada. As Maitri expands internationally, we are focused on partnering with suppliers that can help minimize risk by providing manufacturing support in markets outside Canada. Our strategy is based on a domestic supply chain with a goal of bringing these products and services to international markets, including the United States, Latin America, Europe and Africa.

4.6 Bankruptcy and Similar Procedures

Maitri does not have any bankruptcy, receivership or similar proceedings or any voluntary bankruptcy, receivership or similar proceedings since incorporation or proposed for the current financial year.

4.7 Material Restructuring Transactions

Maitri has not completed any material restructuring transactions since incorporation. See information under the heading "*Corporate Structure, Fundamental Change, Amalgamation*" for more information on the Transaction.

5. SELECTED CONSOLIDATED FINANCIAL INFORMATION

5.1 Consolidated Financial Information – Annual Information

Dizun's financial statements for the last three completed financial years are available on Dizun's profile at www.sedar.com.

The following selected financial information is subject to the detailed information contained in the financial statements of Maitri and related notes included in this Listing Statement. The selected financial information is derived from and should be read in conjunction with Maitri's unaudited condensed interim financial statements as at and for the nine months ended June 30, 2020 and Maitri's audited financial statements as at and for the year ended September 30, 2019.

	As at and for the 9 month period ended June 30, 2020 (Unaudited) ($)	As at and for the year ended September 30, 2019 (Audited) ($)
Total Expenses	138,706	15,718
Net Loss	**138,706**	**15,718**
Basic and Diluted Loss per Share	138,706	15,718
Current Assets	14,728	733
Total Assets	**14,728**	**733**
Current Liabilities	169,151	16,450
Total Liabilities	**169,151**	**16,450**
Total Shareholders' Equity (Deficit)	**154,423**	**15,717**

During the third quarter of 2020, Maitri was actively focused on business development activities, which resulted in an increase in consulting and marketing costs compared to the prior year. See notes to the applicable financial statements and management's discussion and analysis for a further discussion.

The following selected financial information is subject to the detailed information contained in the financial statements of the Resulting Issuer and related notes included in this Listing Statement. The selected financial information is derived from and should be read in conjunction with the Pro Forma Financial Statements of the Resulting Issuer.

	As at and for the 9 month period ended July 31, 2020 (Unaudited) ($)
Current Assets	**481,310**
Total Assets	**481,310**
Current Liabilities	**36,3**38
Total Liabilities	**36,338**
Total Shareholders' Equity (Deficit)	**481,310**

5.2 Financial Information – Quarterly Information

The following table sets out certain selected financial information of Dizun for the eight most recently completed quarters ended at the end of the most recently completed financial year.

	Three months ended July 31, 2020	**Three months ended April 30, 2020**	**Three months ended January 31, 2020**	**Three months ended October 31, 2019**	**Three months ended July 31, 2019**	**Three months ended April 30, 2019**	**Three months ended January 31, 2019**	**Three months ended October 31, 2018**
Statement of Loss								
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Loss	**(43,117)**	**(58,009)**	**(30,044)**	**(40,416)**	**(46,941)**	**(52,909)**	**(40,005)**	**(29,541)**
Loss Per Share	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**

Maitri has not been a reporting issuer for the eight most recently completed quarters ended at the end of the most recently completed financial year and has not prepared quarterly financials for all such periods.

5.3 Dividends

There are no restrictions that would prevent the Resulting Issuer from paying dividends on the Resulting Issuer Shares, however, Dizun has neither declared nor paid any dividends on the Dizun Shares since incorporation and has not established any dividend or distribution policy. The payment of dividends, if any, in the future, rests within the sole discretion of the Resulting Issuer Board. The payment of dividends will depend upon the Resulting Issuer's earnings, its capital requirements and its financial condition, as well as other relevant factors. The Resulting Issuer intends to retain its earnings to finance growth and expand its operations and does not anticipate paying any dividends on the Resulting Issuer Shares in the foreseeable future.

5.4 International Financial Reporting Standards.

The financial statements of Dizun and of Maitri have been prepared in accordance with International Financial Reporting Standards.

6. MANAGEMENT'S DISCUSSION AND ANALYSIS

Maitri's Management's Discussion and Analysis provides an analysis of Maitri's financial results for the nine months ended June 30, 2020 and for the year ended September 30, 2019 and the period from incorporation on September 25, 2018 to September 30, 2018 and should be read in conjunction with the audited annual financial statements and condensed interim financial statements of Maitri for such periods, and the respective notes thereto. Maitri's Management's Discussion and Analysis is attached to this Listing Statement as Schedule "D".

7. MARKET FOR SECURITIES

Maitri's Shares are not listed on any exchange.

The Dizun Shares are listed on the CSE under the symbol "KDZ.X". The Dizun Shares have been listed on the CSE since January 11, 2012 and were halted in connection with the Transaction on September 10, 2020.

8. CONSOLIDATED CAPITALIZATION

8.1 Pro Forma Consolidated Capitalization

The following table sets forth the capitalization of Dizun as at July 31, 2020, the most recently completed financial quarter-end of Dizun, the capitalization of the Resulting Issuer immediately before giving effect to the Transaction and the capitalization of the Resulting Issuer after giving effect to the Transaction, based on the pro forma financial statements of the Resulting Issuer attached as Schedule "E" hereto:

	As at July 31, 2020		**Immediately Before Giving Effect to the Transaction**		**After Giving Effect to the Transaction**	
Designation of Security	**Amount Authorized**	**Amount Outstanding(1)**	**Amount Authorized**	**Amount Outstanding(1)**	**Amount Authorized**	**Amount Outstanding(1)**
Dizun Shares	Unlimited	2,080,295	Unlimited	3,580,294	Unlimited	16,330,295
Dizun Warrants	N/A	1,503,500	N/A	3,500	N/A	3,500

(1) Numbers are presented on a post-Consolidation and non-diluted basis.

8.2 Fully Diluted Share Capital

The following table states the fully diluted share capital of the Resulting Issuer as at the date hereof after giving effect to the Transaction:

Description of Security	**Number of Securities(1)**	**% of Total**
Resulting Issuer Shares held by Dizun Shareholders	3,580,295	21.92%
Resulting Issuer Shares issuable to former Maitri Shareholders pursuant to the Transaction	12,750,000	78.06%
Resulting Issuer Shares reserved for issuance on exercise of the Dizun Warrants	3,500	0.02%
Total outstanding securities of the Resulting Issuer after the Transaction (on a fully diluted basis)	16,333,795	100%

(1) Numbers are presented on a post-Consolidation basis.

9. OPTIONS TO PURCHASE SECURITIES

9.1 Options

As of the date hereof there are no outstanding Dizun Options.

9.2 Resulting Issuer Option Plan

Upon completion of the Transaction, the Resulting Issuer will adopt the Dizun Stock Option Plan. See full description of the Dizun Stock Option Plan under the heading "*15. Executive Compensation – 15.4 Stock Option Plan.*"

10. DESCRIPTION OF SECURITIES

10.1 Authorized and Issued Share Capital

Prior to Giving Effect to the Transaction

The authorized share capital of Dizun consists of an unlimited number of Dizun Shares. As of the date of this Listing Statement, 71,605,881 Dizun Shares were issued and outstanding as fully paid and non-assessable shares.

The authorized capital of Dizun also consists of an unlimited number of preferred shares with a par value of $0.01 per share (the "**Preferred Shares**"). As at the date of this Listing Statement, there are no Preferred Shares outstanding.

The Preferred Shares are non-voting and are not entitled to any dividends. In the event of a liquidation, dissolution or winding up of Dizun, the holders of the Preferred Shares have priority over all other classes of shares of Dizun as to the payment of a redemption price of $100 per Preferred Share (the "**Redemption Price**") before any amount shall be paid or any property or assets of Dizun distributed to the holders of any other class of shares of Dizun. The Preferred Shares may be redeemed by either the Resulting Issuer or the holders of the Preferred Shares in certain situations for the Redemption Price.

After Giving Effect to the Transaction

The authorized share capital of the Resulting Issuer will consist of an unlimited number of Resulting Issuer Shares. After giving effect to the Transaction, 16,330,295 Resulting Issuer Shares will be issued and outstanding (on a non-diluted basis) as fully paid and non-assessable Resulting Issuer Shares.

The holders of the Resulting Issuer Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Resulting Issuer and each Resulting Issuer Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Resulting Issuer. The holders of the Resulting Issuer Shares, subject to the prior rights, if any, of any other class of shares of the Resulting Issuer are entitled to receive such dividends in any financial year as the Resulting Issuer Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Resulting Issuer, whether voluntary or involuntary, the holders of the Resulting Issuer Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Resulting Issuer, the remaining property and assets of the Resulting Issuer.

10.2 Other Securities

Options

As at the date of this Listing Statement, there are no outstanding Maitri Option or Dizun Options.

Warrants

As at the date of this Listing Statement, there are no outstanding Maitri Warrants. As of the date hereof, there are 70,000 Dizun Warrants issued and outstanding, with each such Dizun Warrant entitling the holder thereof to purchase one additional Dizun Share at an exercise price of $0.025 per share until July 24, 2022. Upon completion of the Consolidation and the Transaction, there will be 3,500 Resulting Issuer Shares reserved for issuance upon exercise of Dizun Warrants.

10.3 Prior Sales

Set forth below is a list of equity financings and repurchases completed by Maitri since the date of incorporation on September 25, 2018 to the date hereof:

- In July 2020, Maitri closed a private placement of 24,000,000 common shares at $0.01 per common share for $240,000, of which $35,000 was for settlement of accounts payable, resulting in net proceeds of $205,000.
- In July 2020, Maitri closed a private placement of 1,000,000 common shares at $0.025 per common share for gross proceeds of $25,000.
- In July 2020, Maitri repurchased 1 common share for $0.01 issued on incorporation.
- In October 2020, Maitri closed a non-brokered private placement of 500,000 common shares at a price of $0.50 per common share for gross proceeds of $250,000.

Set forth below is a list of equity financings completed by Dizun for the last three most recently completed financial years:

- In July 2020, Dizun closed a private placement of 30,000,000 units at $0.025 per unit, for total gross proceeds of $750,000. Each unit issued was comprised of one Dizun Share and one Dizun Warrant, with each such Dizun Warrant entitling the holder thereof to purchase one additional Dizun Share at an exercise price of $0.025 per share for a period of 24 months from the date of issue.

10.4 Stock Exchange Price

The Dizun Shares are listed on the CSE under the symbol "KDZ.X". The following table shows the high and low trading prices and total trading volume of Dizun Shares on the CSE on a monthly basis for the current quarter and the immediately preceding quarter and on a quarterly basis for the next preceding seven quarters.

Month	High (C$)	Low (C$)	Volume
September 2020 to the date of this Filing Statement	$0.10	$0.10	Nil
August 2020	$0.10	$0.035	8,500
July 2020	$0.035	$0.02	259,872
April 1, 2020 to June 30, 2020	$0.08	$0.02	443,883
January 1, 2020 to March 31, 2020	$0.05	$0.005	1,340,859
October 1, 2019 to December 31, 2019	$0.01	$0.005	1,295,510
July 1, 2019 to September 30, 2019	$0.015	$0.01	223,930
April 1, 2019 to June 30, 2019	$0.02	$0.01	1,195,337
January 1, 2019 to March 31, 2019	$0.015	$0.005	1,071,708
October 1, 2018 to December 31, 2018	$0.025	$0.01	983,323

The last closing price of Dizun Shares on July 24, 2020, being the last day the pre-Consolidation Dizun Shares traded prior to the announcement of the Transaction was $0.02. Trading in the Dizun Shares was halted on September 9, 2020, at the request of Dizun, pending completion of the Transaction.

11. ESCROWED SECURITIES

Escrow Agreement

In accordance with CSE Policy 2, each Escrowed Shareholder entered into the Escrow Agreement pursuant to which a total of 2,150,000 Resulting Issuer Shares that will be held by the Escrowed Shareholders will be made subject to escrow restrictions over a 36-month period upon completion of the Transaction. As the Resulting Issuer anticipates being an "emerging issuer" pursuant to NP 46-201, the following automatic timed releases will apply to the Resulting Issuer shares held by the Escrowed Shareholders that will be held in escrow upon completion of the Transaction:

Time	Release Schedule
On the Listing Date	1/10 of the Escrowed Securities
6 months after the Listing Date	1/6 of the remaining Escrowed Securities
12 months after the Listing Date	1/5 of the remaining Escrowed Securities
18 months after the Listing Date	1/4 of the remaining Escrowed Securities
24 months after the Listing Date	1/3 of the remaining Escrowed Securities
30 months after the Listing Date	1/2 of the remaining Escrowed Securities
36 months after the Listing Date	the remaining Escrowed Securities

Assuming there are no changes to the Escrowed Securities initially deposited and no additional Escrowed Securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining Escrowed Securities being released in 15% tranches every 6 months thereafter.

Under the terms of the Escrow Agreement, the Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may: (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrowed Securities will be delivered by the Escrow Agent to the financial institution; (b) exercise any voting rights attached to the Escrowed Securities; (c) receive dividends or other distributions on the Escrowed Securities; and (d) exercise any rights to exchange or convert the Escrowed Securities in accordance with the Escrow Agreement.

The Escrowed Securities may be transferred within escrow to: (a) subject to approval of the Resulting Issuer Board, an individual who is an existing or newly appointed director or senior officer of the Resulting Issuer or of a material operating subsidiary of the Resulting Issuer; (b) subject to the approval of the Resulting Issuer Board, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Resulting Issuer's outstanding securities; (c) subject to the approval of the Resulting Issuer Board, a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Resulting Issuer's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Resulting Issuer or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of Escrowed Securities, the trustee in bankruptcy or other person legally entitled to such securities; (e) a financial institution that the holder pledged, mortgaged or charged the Escrowed Securities to, as collateral for a loan on realization of such loan; and (f) a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**") or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents. Additionally, upon the death of an Escrowed Shareholder, all Escrowed Securities of the deceased holder will be released from lock-up to the deceased holder's legal representative.

In addition, tenders of Escrowed Securities pursuant to a business combination, which includes a take-over bid, a statutory arrangement, an amalgamation, a merger or another reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a business combination will continue to be escrowed if the successor entity is not an "exempt issuer", the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities' outstanding securities.

The following table lists, to the knowledge of Maitri and Dizun as of the date of this Listing Statement, the Escrowed Shareholders and the number and percentage of Resulting Issuer Shares held by the Escrowed Shareholders that will be held in escrow upon completion of the Transaction, in each case, pursuant to the terms of the Escrow Agreement:

Name of Security Holder	Number of Resulting Issuer Shares held in Escrow	% of Class (non-diluted)
Andrew Morton	1,000,000	6.12%
Marlis Yassin	100,000	0.61%
Gavin Cooper	75,000	0.46%
Total	**1,175,000**	**7.20%**

Lock-up Agreements

Pursuant to the Lock-up Agreements, a total of 9,850,000 Resulting Issuer Shares that will be held by the Locked-up Shareholders will be made subject to escrow restrictions over a 24-month period upon completion of the Transaction in accordance with the release schedule set forth below:

Time	Release Schedule
On the Listing Date	1/10 of the Locked-up Securities
6 months after the Listing Date	1/4 of the remaining Locked-up Securities
12 months after the Listing Date	1/3 of the remaining Locked-up Securities
18 months after the Listing Date	1/2 of the remaining Locked-up Securities
24 months after the Listing Date	the remaining Locked-up Securities

Under the terms of the Lock-up Agreements, the Locked-up Securities cannot be transferred by the holder unless permitted under the Lock-up Agreements. Notwithstanding this restriction on transfer, a holder of the Locked-up Securities may: (a) pledge, mortgage or charge the Locked-up Securities to a financial institution as collateral for a loan provided that no Locked-up Securities will be delivered to the financial institution; (b) exercise any voting rights attached to the Locked-up Securities; (c) receive dividends or other distributions on the Locked-up Securities; and (d) exercise any rights to exchange or convert the Locked-up Securities in accordance with the Lock-up Agreements.

The Locked-up Securities may be transferred: (i) subject to approval of the Resulting Issuer Board, to an individual who is an existing or newly appointed director or senior officer of the Resulting Issuer or of a material operating subsidiary of the Resulting Issuer; (ii) subject to the approval of the Resulting Issuer Board, to a person that before the proposed transfer holds more than 20% of the voting rights attached to the Resulting Issuer's outstanding securities; (iii) subject to the approval of the Resulting Issuer Board, to a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Resulting Issuer's outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Resulting Issuer or any of its material operating subsidiaries; (iv) upon the bankruptcy of a holder of the Locked-up securities, to the trustee in bankruptcy or other person legally entitled to such securities; (v) to a financial institution that the holder pledged, mortgaged or charged the Locked-up Securities to as collateral for a loan on realization of such loan; and (vi) to a RRSP, RRIF or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents. Additionally, upon the death of a Locked-up Shareholder, all Locked-up Securities of the deceased holder will be released from lock-up to the deceased holder's legal representative.

In addition, tenders of Locked-up Securities pursuant to a business combination, which includes a take-over bid, a statutory arrangement, an amalgamation, a merger or another reorganization similar to an amalgamation or merger, are permitted. Locked-up Securities subject to a business combination will continue to be Locked-up if the successor entity is not an "exempt issuer", the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities' outstanding securities.

The following table lists, to the knowledge of Maitri and Dizun as of the date of this Listing Statement, the Locked-up Shareholders and the number and percentage of Resulting Issuer Shares held by the Locked-up Shareholders that will be held in escrow upon completion of the Transaction, in each case, pursuant to the terms of the Lock-up Agreements:

Name of Security Holder	Number of Resulting Issuer Shares held in Escrow	% of Class (non-diluted)
John Di Girolamo	975,000	5.97%
Danny Dimeo	125,000	0.77%
Philip Caporella	125,000	0.77%
Rob Di Girolamo	50,000	0.31%
The James Di Giorgio 2016 Family Trust	125,000	0.77%
Tara Murphy Baldwin	100,000	0.61%
Julio Di Girolamo	25,000	0.15%
Fortunato Bordin	175,000	1.07%
Maria Wells	50,000	0.31%
Donato Sferra	240,000	1.47%
Balagan Holdings LLC	240,000	1.47%
Cavalier Industries II Ltd.	240,000	1.47%
Christine Yassin	1,500,000	9.19%
2489243 Ontario Ltd.	240,000	1.47%
Neugear Promotions	100,000	0.61%
2511202 Ontario Limited	240,000	1.47%
Tenzin Khangsar	250,000	1.53%
Michael Marosits	50,000	0.31%
Bronson Peever	375,000	2.30%
Lois Sullivan	375,000	2.30%
Carrera Capital Management Inc.	500,000	3.06%
Joseph Nakhla	75,000	0.46%
Lorenzo De Cicco	500,000	3.06%
Justin Kates	50,000	0.31%
Sukh Atwal	50,000	0.31%
TY & Sons Investments	500,000	3.06%
Rana Yassin	1,500,000	9.19%

Admiral Ventures	750,000	4.59%
Marc De Cotiis	50,000	0.31%
Yasser Yassin	150,000	0.92%
Impactreneur Capital	50,000	0.31%
Kin Communications	250,000	1.53%
Gordana Despotovska	50,000	0.31%
SC Strategy Consulting AG	250,000	1.53%
Axe Communications Inc.	62,500	0.38%
Market IQ Media Group Incorporated	187,500	1.15%
Rosemary Renstad	250,000	1.53%
Talal Yassin	500,000	3.06%
Total:	**11,325,000**	**69.35%**

12. PRINCIPAL SHAREHOLDERS

12.1 Before Giving Effect to the Transaction

To the knowledge of the directors and senior officers of Dizun and of Maitri, no Person beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the voting securities of Dizun, before giving effect to the Transaction.

12.2 After Giving Effect to the Transaction

To the knowledge of the directors and senior officers of Dizun and of Maitri, no Person will beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the voting securities of Dizun after giving effect to the Transaction.

13. DIRECTORS AND OFFICERS

13.1 General

The following table provides the names, municipalities of residence, position, principal occupations and the number of voting securities that each proposed director and officer of the Resulting Issuer will beneficially own, directly or indirectly, or exercise control over, after giving effect to the Transaction:

Name, Municipality of Residence, Current Office(s)	Principal Occupation During Last Five Years [(2)]	Proposed Position with the Resulting Issuer	Number of Resulting Issuer Shares to be Held	Percentage of Class to be Held or Controlled
Andrew Morton Lions Bay British Columbia CEO	2019 – 2020: Blu-Castle: Managing Director, North America 2018 – 2019: Zodiac Interactive, SVP Global Sales. 2011 – 2018 Amino Communications Ltd. (LON: AMO), Vice President, Broadband TV	Chief Executive Officer and Director	1,000,000	6.12%

Marlis Yassin North Vancouver British Columbia CFO	2019 – present: Sentinel Corporate Services Inc., CPA, CA providing financial, corporate, and administrative services to publicly-listed and private companies 2013 – 2019: Finning International Inc. (TSX: FTT), Manager of External Reporting and Special Projects	Chief Financial Officer and Corporate Secretary	100,000	0.61%
Sav DiPasquale (1) Vaughan Ontario Director	2014 – present: Canadian Pharmaceutical Distribution Network, President	Chairman and Director	50,000	0.31%
Tony Clement (1) Ontario Director	2019 – present: President & CEO Tony Clement International Inc. 2006 – 2019: Member of Parliament, Canada	Director	-	0.00%
Dr. Solomon Pillersdorf Toronto Ontario Director	Director of BB1 Acquisition Corp. (TSXV: BBA) Director of Grizzly Discoveries Inc. (TSXV:GZD) Director of Golden Leaf Holdings Ltd. (CSE:GLH) Director of tilr corporation President of La Prima Investments Limited	Director	100,000	0.61%
Gavin Cooper (1) Vancouver British Columbia Director	CPA, CA providing financial, administrative, and corporate secretarial services to publicly-listed and private companies	Director	75,000	0.46%
Total			**1,325,000**	**8.11%**

(1) Proposed Member of the Audit Committee.

Each director elected or appointed will hold office until the next annual general meeting of the Resulting Issuer or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Resulting Issuer or with the provisions of the CBCA.

13.2 Board Committees

Audit Committee

The proposed members of the Resulting Issuer's Audit Committee are:

Gavin Cooper (Chair)	Independent(1)	Financially literate(2)
Sav DiPasquale	Independent(1)	Financially literate(2)
Tony Clement	Independent(1)	Financially literate(2)

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Resulting Issuer, which could, in the view of the Resulting Issuer Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Resulting Issuer's financial statements.

The Resulting Issuer Board will adopt a written charter setting forth the responsibilities, powers and operations of the Audit Committee consistent with NI 52-110. The principal duties and responsibilities of the Audit Committee will be to assist the Resulting Issuer Board in discharging the oversight of:

(a) the integrity of the Resulting Issuer's consolidated financial statements and accounting and financial processes and the audits of our consolidated financial statements;
(b) the Resulting Issuer's compliance with legal and regulatory requirements;
(c) the Resulting Issuer's external auditors' qualifications and independence;
(d) the work and performance of the Resulting Issuer's financial management and its external auditors; and
(e) the Resulting Issuer's system of disclosure controls and procedures and system of internal controls regarding finance, accounting, legal compliance, and risk management established by management and the Resulting Issuer Board.

It is anticipated that the Audit Committee will have access to all books, records, facilities and personnel and may request any information about the Resulting Issuer as it may deem appropriate. It will also have the authority to retain and compensate special legal, accounting, financial and other consultants or advisors to advise the Audit Committee. The Audit Committee is also expected to review and approve all related-party transactions and prepare reports for the Resulting Issuer Board on such related-party transactions as well as be responsible for the pre-approval of all non-audit services to be provided by our auditors.

Upon completion of the Transaction, the Resulting Issuer will be a "venture issuer", as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*. The Resulting Issuer is relying on the exemption contained in section 6.1 of National Instrument 52-110 – *Audit Committees*, which exempts the Resulting Issuer from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations).

There is no intention to create another committee of the Resulting Issuer Board at this time.

13.3 Other Reporting Issuer Experience

The following table sets out the proposed directors and officers of the Resulting Issuer who are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term From – To
Dr. Solomon Pillersdorf	BB1 Acquisition Corp. Grizzly Discoveries Inc. Golden Leaf Holdings Ltd.	TSXV: BBA TSXV: GZD CSE: GLH	Director Director Director	2018 - present 2007 – present 2015 – 2017
Gavin Cooper	Kutcho Copper Corp. Gold Bull Resource Corp. District Metals Corp. Nevaro Capital Corp. ZTR Acquisition Corp. Canopy Rivers Inc. James E Wagner Cultivation Corp. Minfocus Exploration Corp. Enthusiast Gaming Holdings GreenStar Biosciences Corp. Standard Lithium Ltd. Pepcap Resources Inc. African Metals Corp.	TSXV: KC TSXV: GBRC TSXV: DMX Not listed NEX: ZTR TSXV: RIV TSXV: JWCA TSXV: MFX TSX: EGLX TSX: GSTR TSXV: SLL NEX: WAV NEX: AFR	CFO and Corp. Secretary CFO and Corp. Secretary CFO Director and CFO Director CFO CFO and Corp. Secretary CFO Director, CEO and CFO Director and CFO Director and CFO CFO CFO	2015 – present 2016 – present 2017 – present 2010 – present 2019 – present 2018 2017 – 2018 2010 – 2018 2017 – 2018 2012 – 2019 2015 – 2017 2015 – 2017 2015 – 2016
Andrew Morton	Amino Communications Ltd.	LON: AMO	Vice President, Broadband TV	2015 – 2018
Marlis Yassin	Cliffwood Capital Corp. Elysian Capital Corp.	Not listed Not listed	CFO CFO	2019 – present 2019 – present

13.4 Penalties, Sanctions and Bankruptcy

To the knowledge of the Resulting Issuer, no proposed director, officer, promoter or shareholder who will hold a sufficient number of the Resulting Issuer's securities to affect materially control of the Resulting Issuer is, or has been within 10 years before the date of this Listing Statement, a director or officer of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under Ontario securities law, for a period of more than 30 consecutive days;

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;

(c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(d) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

To the knowledge of the Resulting Issuer, none of the Resulting Issuer's directors or officers, nor a shareholder holding a sufficient number of the Resulting Issuer's securities to affect materially control of the Resulting Issuer, has:

(a) been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

To the knowledge of the Resulting Issuer, none of the Resulting Issuer's directors or officers, nor a shareholder holding a sufficient number of the Resulting Issuer's securities to affect materially control of the Resulting Issuer has, within the 10 years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

13.5 Existing or Potential Conflicts of Interest

Directors and officers of the Resulting Issuer also serve as directors and/or officers of other companies and may be presented from time to time with situations or opportunities which give rise to apparent conflicts of interest which cannot be resolved by arm's length negotiations, but only through exercise by the officers and directors of such judgment as is consistent with their fiduciary duties to the Resulting Issuer which arise under British Columbia and federal corporate law, especially insofar as taking advantage, directly or indirectly, of information or opportunities acquired in their capacities as directors or officers of the Resulting Issuer. All conflicts of interest will be resolved in accordance with the BCBCA. Any transactions with officers and directors will be on terms consistent with industry standards and sound business practice in accordance with the fiduciary duties of those persons to the Resulting Issuer, and, depending upon the Resulting Issuer of the transactions and the absence of any disinterested board members, may be submitted to the shareholders for their approval.

For information concerning the director and officer positions held by the directors of the Resulting Issuer, please see "*Other Reporting Issuer Experience.*"

13.6 Management

The following is a brief description of each of the proposed directors and executive officers of the Resulting Issuer, including their names, ages, positions and responsibilities with the Resulting Issuer's, relevant educational background, experience in the Resulting Issuer's industry, whether they will be an employee or independent contractor of the Resulting Issuer and the amount of time intended to be devoted to the affairs of the Resulting Issuer:

Andrew Morton, age 49, Chief Executive Officer and Director

Mr. Morton has over twenty years experience in international business, technology, supply chain, and mergers and acquisitions. Previous to joining Maitri, Andrew was managing director for North America for Blu-Castle from 2019 to 2020, a Foxconn Integrated Technologies backed company that supplies 5G/4G LTE equipment. Prior to that, he was Senior Vice President Global Sales for Zodiac Interactive from 2018 to 2019, a private equity held software company focused on advanced software for Tier 1 Cable and Telecom providers. Mr. Morton led Broadband TV for Amino Communications Ltd. (LON: AMO) from 2011 to 2018, where he held senior leadership roles and ran successful business on multiple continents. He joined Amino following a successful merger of Amino with Entone Technologies, a silicon valley venture capital backed, manufacturer of Pay TV solutions. Mr. Morton also held positions as Vice President of Sales for Prodea Systems from 2009 to 2011, a hardware/software IOT company with one of the first telehealth solutions, and General Manager, Americas at Comtrend Corporation from 2001 to 2009, where he co-launched global operations. He studied Fine Arts at Capilano University from 1989 to 1991.

Mr. Morton will be a Director and the CEO of the Resulting Issuer, as a full-time employee, and expects to devote 100% of his time to the affairs of the Resulting Issuer.

Marlin Yassin, CPA, CA, age 39, Chief Financial Officer and Corporate Secretary

Ms. Yassin has over 15 years experience working with publicly listed companies. She has held finance management positions at various public companies, including Finning International Inc. from 2013 to 2018. Ms. Yassin completed a comprehensive review of global foreign exchange risk, including presenting strategies for risk mitigation, led a global initiative to standardize cost reporting for profitability analysis, and was a member of a global finance transformation team. Ms. Yassin worked in the audit and advisory practice at Deloitte for six years, from 2004 to 2009 and in 2010 and 2011, where she gained extensive experience providing reporting, advisory, IFRS conversion, and assurance services to publicly traded companies, primarily in natural resources and industrial products. Ms. Yassin received her Chartered Accountant designation in 2006 and graduated from the University of British Columbia with a Bachelor of Commerce in 2004.

Ms. Yassin will be an independent contractor of the Resulting Issuer and expects to devote 50% of her time to the affairs of the Resulting Issuer.

Sav Dipasquale, age 58, Chairman and Director

Mr. DiPasquale is a senior executive with over 30 years of experience in the pharmaceutical, biotechnology and transportation industries. Mr. DiPasquale has been President of the Canadian Pharmaceutical Distribution Network since 2014, where he is responsible for overall operations, including the development and implementation of strategies to grow the organization's membership and extend its unique service offering. Previously Mr. DiPasquale spent almost seventeen years at Glaxo Smith Kline, from 1996 to 2012, in various senior positions, including Vice President of Business Development and Chief Information Officer.

Mr. Dipasquale will be an independent contractor of the Resulting Issuer and expects to devote 10% of his time to the affairs of the Resulting Issuer.

Tony Clement, age 59, Director

Mr. Clement is a former Canadian federal politician (2006 to 2019) and former Member of Provincial Parliament (Ontario) (1995 to 2003). Mr. Clement served as Federal Minister of Health from 2006 to 2008 as well as President of the Treasury Board from 2011 to 2015. He was Ontario's Minister of Health and Long-Term Care 2001-2003.

Mr. Clement will be an independent contractor of the Resulting Issuer and expects to devote 10% of his time to the affairs of the Resulting Issuer.

Dr. Solomon Pillersdorf, age 64, Director

Dr. Pillersdorf has been involved in various facets of business for over 15 years, having accumulated a broad base of experience as a successful investor and entrepreneur. He has been involved in the funding and formation of start-up companies, and the funding of various companies at different stages of their growth. He has been and is currently a director of a TSX Venture Exchange listed junior resource company and serves on the advisory committee of several companies in different sectors. Dr. Pillersdorf is the President and Chief Executive Officer of Shadchen Resources Intermediaries Inc., which has successfully facilitated the takeover of several Canadian mining resources by foreign investors. Dr. Pillersdorf also served on the audit committees of Canadian Golden Dragon Resources Ltd., White Metals Resources Corp. and Grizzly Discoveries Inc. (2007 to present), all publicly-traded companies. Dr. Pillersdorf has retired from a successful medical practice where he was the Head of the Outpatient Rheumatology Clinic and Head of Rheumatology Training at the McMaster University Medical Centre. He is President of several companies involved in commercial real estate, farming, securities investments, and start-up venture opportunities.

Dr. Pillersdorf will be an independent contractor of the Resulting Issuer and expects to devote 10% of his time to the affairs of the Resulting Issuer.

Gavin Cooper, CPA, CA, age 72, Director

Mr. Cooper has extensive experience in all aspects of corporate and financial management. For the past 35 years, from 1986 to present, Mr. Cooper has been providing strategic and financial advice and corporate administration services and has held senior positions with a number of public and private companies with local and international operations. Mr. Cooper is a Chartered Accountant (Canada: 1982, South Africa: 1978) and received an undergraduate degree from the University of South Africa in 1978.

Mr. Cooper will be an independent contractor of the Resulting Issuer and expects to devote 10% of his time to the affairs of the Resulting Issuer.

14. CAPITALIZATION

14.1 Issued Capital

The following tables provide information about the Resulting Issuer's capitalization as of the date of this Listing Statement:

Issued Capital [(1)]	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
		Public Float		
Total Outstanding (A)	**16,330,295**	**16,333,795**	**100%**	**100%**
Held by Related Persons or employees of the Resulting Issuer or Related Person of the Resulting Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting	**7,222,500**	**7,222,500**	**44.23%**	**44.22%**

Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Resulting Issuer upon exercise or conversion of other securities held) (B)				
Total Public Float (A-B)	**9,107,794**	**9,111,294**	**55.77%**	**55.78%**
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in shareholder agreement and securities held by control block holders (C)	**11,250,000**	**11,250,000**	**68.89%**	**68.88%**
Total Tradeable Float (A-C)	**5080,295**	**5,083,795**	**31.11%**	**31.12%**

(1) Figures are reported to the best of the knowledge of management of the Resulting Issuer and on a post-Consolidated basis.

Public Securityholders (Registered)

The following table sets forth information regarding the number of registered "public securityholders" of the Resulting Issuer, being persons other than persons enumerated in section (B) of the *Issued Capital* table above:

Class of Security: Resulting Issuer Shares

Size of Holding	Number of Holders	Total Number of Securities(1)
1 – 99 securities	60	1,174
100 – 499 securities	4	1,011
500 – 999 securities	3	2,024
1,000 – 1,999 securities	2	2,500
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	84	7,332,925
Unable to confirm	N/A	N/A
TOTAL:	**153**	**7,339,634**

(1) Figures are reported to the best of the knowledge of management of the Resulting Issuer and on a post-Consolidated basis.

Public Securityholders (Beneficial)

The following table sets forth information regarding the number of beneficial "public securityholders" of the Resulting Issuer, being persons other than persons enumerated in section (B) of the *Issued Capital* table above who either: (i) hold securities in their own name as registered shareholders; or (ii) hold securities through an intermediary where the Resulting Issuer has been given written confirmation of shareholdings:

Class of Security: Resulting Issuer Shares

Size of Holding	Number of Holders	Total Number of Securities(1)
1 – 99 securities	346	4,052
100 – 499 securities	30	6,656

500 – 999 securities	12	123,032
1,000 – 1,999 securities	18	35,436
2,000 – 2,999 securities	N/A	0
3,000 – 3,999 securities	N/A	0
4,000 – 4,999 securities	N/A	0
5,000 or more securities	95	7,569,155
Unable to confirm	Unknown	1,369,463
TOTAL:	**501**	**9,107,794**

(1) Figures are reported to the best of the knowledge of management of the Resulting Issuer and on a post-Consolidated basis.

Non-Public Securityholders (Registered)

The following table sets forth information regarding the number of registered "non-public securityholders of the Resulting Issuer, being persons enumerated in section (B) of the issued capital chart:

Class of Security: Resulting Issuer Shares

Size of Holding	Number of Holders	Total Number of Securities(1)
1 – 99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	7	6,222,500
Unable to confirm	0	0
TOTAL:	**7**	**6,222,500**

(1) Figures are reported to the best of the knowledge of management of the Resulting Issuer and on a post-Consolidated basis.

14.2 Convertible Securities

The following table summarizes the outstanding securities convertible into Resulting Issuer Shares as of the date of this Listing Statement:

Description of Security (include conversion/exercise terms, including conversion/exercise price)	Number of convertible/exchangeable securities outstanding	Number of listed securities issuable upon conversion/exercise
Post-Consolidation Dizun Warrants(1)	3,500	3,500

(1) Exercisable into Resulting Issuer Shares at an exercise price of $0.50 (on a post- Consolidation basis) until July 24, 2022.

14.3 Other Listed Securities

The Resulting Issuer has no other listed securities reserved for issuance that are not included in the section above.

15. EXECUTIVE COMPENSATION

For the purposes of this section, the Named Executive Officers (or "**NEOs**") are the Chief Executive Officer and Chief Financial Officer of the Resulting Issuer and the most highly compensated executive officer who is proposed to serve as an executive officer of the Resulting Issuer for the 12 month period following the completion of the Transaction and whose total compensation, individually, is more than $150,000. Based on the above criteria, the only NEOs for the Resulting Issuer are expected to be Andrew Morton (Chief Executive Officer) and Marlis Yassin (Chief Financial Officer and Corporate Secretary) after giving effect to the Transaction. There are no other expected NEOs of the Resulting Issuer other than the Chief Executive Officer and Chief Financial Officer, as no other executive officers will be paid compensation exceeding $150,000 for the 12-month period following the Transaction.

15.1 Compensation Discussion and Analysis

The Resulting Issuer Board will develop the appropriate compensation policies for both the officers and the directors of the Resulting Issuer. To determine appropriate compensation levels, the Resulting Issuer Board will review compensation paid for directors and officers of companies of similar size and stage of development in the Resulting Issuer's industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Resulting Issuer.

When determining compensation policies and individual compensation levels for the Resulting Issuer's executive officers a variety of factors will be considered, including: the overall financial and operating performance of the Resulting Issuer, each executive officer's individual performance and contribution towards meeting corporate objectives, each executive officer's level of responsibility and length of service and industry comparables.

The general objectives of the Resulting Issuer's compensation strategy will be to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long term shareholder value; (b) align management's interests with the long term interests of shareholders; (c) provide a compensation package that is commensurate with other companies to enable the Resulting Issuer to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Resulting Issuer is under by virtue of the fact that it is a start-up company without a history of earnings.

15.2 Director and NEO Compensation Excluding Compensation Securities

In the 12-month period after giving effect to the Transaction, the Resulting Issuer anticipates compensating the NEOs as follows (in each case, pursuant to the Management Agreements):

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES						
Name and Position[(2)]	**Salary, Consulting Fee, Retainer or Commission ($)**	**Bonus ($)**	**Committee or Meeting Fees ($)**	**Value of Perquisites ($)**	**Value of all Other Compensation ($)**	**Total Compensation ($)**
Andrew Morton Chief Executive Officer, Director	250,000	-	-	-	-	250,000
Marlis Yassin Chief Financial	90,000	-	-	-	-	90,000

Officer and Corporate Secretary						

Directors who are not executive officers are expected to receive compensation in the 12-month period after giving effect to the Transaction in an amount to be negotiated.

15.3 Stock Options and Other Compensation Securities

As of the date hereof, there are no Dizun Options outstanding. It is currently expected that in the 12-month period after giving effect to the Transaction, the Resulting Issuer anticipates granting compensation securities to the NEOs at the discretion of the Resulting Issuer Board.

The Resulting Issuer intends to use stock option grants in the future to align executive interests with those of shareholders and such option grants will be based on the executive's performance, level of responsibility, as well as the number and exercise price of options previously issued to the executive pursuant to such executive's overall aggregate total compensation package.

15.4 Stock Option Plan

The Resulting Issuer will continue to maintain the Dizun Stock Option Plan in effect. Pursuant to the Dizun Stock Option Plan, the Resulting Issuer will be able to grant options up to a maximum of 10% of the Resulting Issuer's issued and outstanding share capital at the time of grant.

Material Terms of the Dizun Stock Option Plan

Pursuant to the Dizun Stock Option Plan, the Resulting Issuer will be able to, at its discretion, grant to directors, officers, employees or consultants of the Resulting Issuer options to acquire Resulting Issuer Shares. It is intended to help the Resulting Issuer attract, retain and motivate the directors, officers, employees and consultants (collectively the "**Service Providers**") of the Resulting Issuer and its subsidiaries and to align their personal interests with those of the Resulting Issuer and its shareholders.

In accordance with the Dizun Stock Option Plan, subject to the requirements of the CSE, the total number of securities reserved for issuance is equivalent to 10% of the number of Resulting Issuer Shares issued and outstanding at any given time, on a non-diluted basis. In addition, the number of Resulting Issuer Shares which may be reserved for issuance to any one individual may not exceed 5% of the issued Resulting Issuer Shares on a yearly basis or 2% if the optionee is engaged in "investor relations activities" (as such term is defined in the policies of the CSE) or is a consultant. The Dizun Stock Option Plan will be administered by the Resulting Issuer Board, which has full authority to grant all the options associated with it.

Options may be granted under the Dizun Stock Option Plan to the Service Providers of the Resulting Issuer and its subsidiaries, if any, that the Resulting Issuer Board may designated from time to time. The exercise price will be set by the Resulting Issuer Board at the time of each stock option grant, but in any event may not be less than the closing price of the Resulting Issuer's securities on the date the options are granted, less the maximum discount allowed under CSE policy.

Subject to early termination in case of dismissal for cause, early retirement, voluntary resignation or dismissal without cause, or in the event of death or disability, all options granted under the Dizun Stock Option Plan expire on the date set by the Resulting Issuer Board as the option expiry date, which must not be later than five years from the option grant date. Options granted under the Dizun Stock Option Plan are not transferable or assignable other than by will or pursuant to the laws of succession.

15.5 Employment, Consulting and Management Agreements

The CEO of the Company receives compensation via an employment agreement, whereby he is paid $125,000 per annum until such time as he is providing full time services, when his salary increases to $250,000 per annum, along with incentive stock options granted at the discretion of the Resulting Issuer Board.

The CFO of the Company receives compensation as a result of a consulting agreement, whereby she is paid $90,000 per annum based on a 50% time commitment, along with incentive stock options granted at the discretion of the Resulting Issuer Board.

15.6 Pension Disclosure

The Resulting Issuer does not anticipate having a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

15.7 Compensation of Directors

The Resulting Issuer does not expect to pay compensation by way of quarterly cash payment fees to its directors for services as a director. Directors will be eligible to receive stock option grants under the Dizun Stock Option Plan.

16. INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of Dizun or Maitri, no proposed director or officer of the Resulting Issuer, no other individual who at any time during the most recently completed financial year of Dizun or Maitri who was a director or officer of Dizun or Maitri, and no associate of any such individual, is indebted to Dizun or Maitri, respectively, or is indebted to another entity, which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar transaction or understanding provided by Dizun or Maitri, respectively.

17. RISK FACTORS

An investment in the Resulting Issuer's securities should be considered highly speculative, not only due to the nature of the Resulting Issuer's business and operations, but also because of the uncertainty related to the recent integration of the business of Maitri into the Resulting Issuer pursuant to the Amalgamation. In addition to the other information in this Listing Statement (including all Schedules hereto), an investor should carefully consider each of, and the cumulative effect of, the following factors.

The risk factors below that reference the business of Maitri apply equally to the Resulting Issuer, as the Resulting Issuer will carry on the business of Maitri upon completion of the Transaction. Therefore, any reference to Maitri in the discussion of the risk factors below shall also constitute a reference to the Resulting Issuer.

17.1 Risk Relating to the Resulting Issuer Shares and the Completion of the Transaction

Market for securities and volatility of share price

There can be no assurance that an active trading market in the Resulting Issuer's securities will be established or sustained. The market price for the Resulting Issuer's securities could be subject to wide fluctuations. Factors such as government regulation, interest rates, share price movements of peer companies and competitors, announcements of quarterly variations in operating results, revenues and costs, and sentiments toward stocks as well as overall market movements, may have a significant adverse impact on the market price of the securities of the Resulting Issuer. The stock market has from time to time experienced extreme price and volume fluctuations, which have often been unrelated to the operating performance of a particular company.

Speculative nature of investment risk

An investment in the securities of the Resulting Issuer carries a high degree of risk and should be considered as a speculative investment. The Resulting Issuer has no history of earnings, limited cash reserves, a limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future.

The Resulting Issuer may not realize the anticipated benefits of the Transaction

Maitri is proposing to complete the Transaction to strengthen its position in the healthcare industry and to create the opportunity to realize certain benefits including, among other things, those set forth in this Listing Statement. Achieving the benefits of the Transaction depends in part on the ability of the Resulting Issuer to effectively maximize the potential of its improved growth opportunities and capital funding opportunities as a result of combining the business and operations of Dizun and Maitri. A variety of factors, including those risk factors, set forth in this Listing Statement may adversely affect the ability of the Resulting issuer to achieve the anticipated benefits of the Amalgamation.

Failure to meet all regulatory requirements and obtain all approvals for completion of the transaction

Completion of the Transaction is subject to, among other things, the approval of the CSE and the receipt of all necessary regulatory and shareholder approvals. There can be no certainty, nor can either party provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. The requirement to take certain actions or to agree to certain conditions to satisfy such requirements or obtain any such approvals may have a material adverse effect on the business and affairs of the Resulting Issuer or the trading price of the Resulting Issuer Shares after completion of the Transaction.

The Amalgamation Agreement may be terminated in certain circumstances

Each of Dizun and Maitri has the right to terminate the Amalgamation Agreement in certain circumstances. Accordingly, there is no certainty, nor can either party provide any assurance, that the Amalgamation Agreement will not be terminated before the completion of the Transaction. In addition, the completion of the Transaction is subject to a number of conditions precedent, certain of which are outside the control of Dizun and Maitri. There is no certainty, nor can either party provide any assurances, that these conditions will be satisfied.

The market price for the Dizun Shares may decline

If the Transaction is not completed, the market price of the Dizun Shares may decline to the extent that the current market price of the Dizun Shares reflects a market assumption that the Transaction will be completed and that the Transaction is beneficial for Dizun. If the Transaction is not completed, and the Dizun Board or the Maitri Board, as the case may be, decide to seek another merger or business combination, there can be no assurance that Dizun or Maitri, as the case may be, will be able to find a party willing to pay an equivalent or more attractive price than the total consideration to be paid pursuant to the Transaction.

Change of shareholder influence

Immediately after the completion of the Transaction, former Maitri Shareholders will hold a majority of the Resulting Issuer Shares relative to Dizun Shareholders. Former Maitri Shareholders will therefore be in a position to exercise significant influence over all matters requiring shareholder approval, including the election of directors, determination of significant corporate actions, amendments to the Resulting Issuer's articles of incorporation and the approval of any business combinations, mergers or takeover attempts, in a manner that could conflict with the interests of other shareholders. Although there are no agreements or understandings among the Maitri

Shareholders of which Maitri or Dizun is aware as to voting, if they voted in concert they would exert more influence over the Resulting Issuer than would the former Dizun Shareholders.

Need for additional financing and possible effects of dilution

The Resulting Issuer may issue equity securities to finance its activities, including future acquisitions. If the Resulting Issuer were to issue additional Resulting Issuer Shares following the Transaction, existing holders of such Resulting Issuer Shares may experience dilution in their holdings. Moreover, when the Resulting Issuer's intention to issue additional equity securities becomes publicly known, the price of the Resulting Issuer Shares may be adversely affected.

Dividends

Neither Dizun nor Maitri has paid any dividends on its outstanding shares, nor is there any intention of paying dividends in the foreseeable future. Any decision to pay dividends on the Resulting Issuer Shares will be made by the Resulting Issuer Board on the basis of its earnings, financial requirements and other conditions.

17.2 Risks Relating to the Business

Limited operating history

Maitri was incorporated in 2018 and has yet to generate any revenue. The Resulting Issuer is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Resulting Issuer will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

The Resulting Issuer may incur substantial costs as a result of litigation or other proceedings relating to patent and other intellectual property rights

The Resulting Issuer may from time to time seek to enforce its intellectual property rights against infringers when it determines that a successful outcome is probable and may lead to an increase in the value of the intellectual property. If the Resulting Issuer chooses to enforce its patent rights against a party, then that individual or company has the right to ask the court to rule that such patents are invalid or should not be enforced. Additionally, the validity of its patents and the patents it has licensed may be challenged if a petition for post grant proceedings such as inter-partes review and post grant review is filed within the statutorily applicable time with the Canadian Intellectual Property Office, the United States Patent and Trademark Office or the European Patent Office. These lawsuits and proceedings are expensive and would consume time and resources and divert the attention of managerial and scientific personnel even if the Resulting Issuer were successful in stopping the infringement of such patents. In addition, there is a risk that the court will decide that such patents are not valid and that the Resulting Issuer does not have the right to stop the other party from using the inventions. There is also the risk that, even if the validity of such patents is upheld, the court will refuse to stop the other party on the ground that such other party's activities do not infringe its intellectual property rights.

If the Resulting Issuer is not able to adequately prevent disclosure of trade secrets and other proprietary information, the value of its technology and products could be significantly diminished

Maitri relies on trade secrets to protect its proprietary technologies, especially where it does not believe patent protection is appropriate or obtainable. However, trade secrets are difficult to protect. Maitri relies in part on confidentiality agreements with its employees, consultants, outside scientific collaborators, sponsored researchers and other advisors to protect its trade secrets and other proprietary information. These agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, others may independently discover its trade secrets and proprietary information. Costly and time-consuming litigation could be necessary to enforce and determine the scope of its proprietary rights, and failure to obtain or maintain trade secret protection could adversely affect its competitive business position.

If the Resulting Issuer loses the services of members of its management team or other key personnel, or is unable to attract new team members who possess specialized market knowledge and technical skills, it could reduce the Resulting Issuer's ability to compete and to manage our operations effectively

The Resulting Issuer's management team consists of a core group of experienced senior executive officers. The loss of the technical knowledge, management expertise, and knowledge of the Resulting Issuer's and its clients' operations of one or more members of the Resulting Issuer team could result in a diversion of management resources, as the remaining members of management would need to cover the duties of any senior executive who leaves the Resulting Issuer and would need to spend time usually reserved for managing its business to search for, hire and train new members of management. Additionally, as members of our management team have built strong relationships in the healthcare sector, the loss of these relationship contacts could have an adverse effect on the Resulting Issuer's business. The Resulting Issuer does not expect to carry "key man" insurance that could compensate it for the loss of any of its senior executives.

The loss of some or all of the Resulting Issuer's management team or other key personnel, particularly those personnel with quality assurance, material handling equipment and information technology expertise, could negatively affect the Resulting Issuer's ability to develop and pursue our growth strategy, which could adversely affect our business and financial condition. Any departures of key personnel could also be viewed in a negative light by investors and analysts, which could cause the market price of the Dizun Shares to decline.

Additionally, the market for key personnel in the industry in which the Resulting Issuer will compete is highly competitive and not concentrated in all of the locations in which it expects to operate. As a result, the Resulting Issuer may not be able to attract and retain key personnel with the skills and expertise necessary to manage its business and pursue its growth strategy.

The Resulting Issuer will need to expand its operations and increase the size of its company, and it may experience difficulties in managing growth

As of the date hereof, Maitri has 1 part-time employee and 7 consultants and part-time contractors. As the Resulting Issuer advances its business, the Resulting Issuer will need to increase its headcount. In addition, to meet its obligations as a public company, the Resulting Issuer may need to increase its general and administrative capabilities. The Resulting Issuer's management, personnel and systems currently in place may not be adequate to support this future growth. If the Resulting Issuer is unable to successfully manage this growth and increased complexity of operations, our business may be adversely affected.

The Resulting Issuer may be materially adversely affected in the event of cyber-based attacks, network security breaches, service interruptions, or data corruption

Maitri relies on information technology to process and transmit sensitive electronic information and to manage or support a variety of business processes and activities. Maitri uses technology systems to record, process, and summarize financial information and results of operations for internal reporting purposes and to comply with regulatory financial reporting, legal, and tax requirements. Maitri's information technology systems, some of which are managed by third-parties, may be susceptible to damage, disruptions or shutdowns due to computer viruses, attacks by computer hackers, failures during the process of upgrading or replacing software, databases or components thereof, power outages, hardware failures, telecommunication failures, user errors or catastrophic events. Although Maitri has developed systems and processes that are designed to protect proprietary or confidential information and prevent data loss and other security breaches, such measures cannot provide absolute security. If its systems are breached or suffer severe damage, disruption or shutdown and the Resulting Issuer is unable to effectively resolve the issues in a timely manner, its business and operating results may significantly suffer and it may be subject to litigation, government enforcement actions or potential liability. Security breaches could also cause the Resulting Issuer to incur significant remediation costs, result in product development delays, disrupt key business operations and divert attention of management and key information technology resources.

Internal controls

Effective internal controls are necessary for the Resulting Issuer to provide reliable financial reports and to help prevent fraud. Although the Resulting Issuer will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Resulting Issuer under Canadian securities law, the Resulting Issuer cannot be certain that such measures will ensure that the Resulting Issuer will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Resulting Issuer's results of operations or cause it to fail to meet its reporting obligations. If the Resulting Issuer or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Resulting Issuer's consolidated financial statements and materially adversely affect the trading price of the Resulting Issuer Shares.

Management of the Resulting Issuer will ensure the accounting cycle, payroll administration, operational activities, and financial reporting controls to assess internal control risks and to ensure proper internal control is in place. One of the deficiencies in internal control is the lack of segregation of accounting duties due to the limited size of the Resulting Issuer. However, the threat of this deficiency is considered immaterial as management has taken effective measures to mitigate this weakness.

The potential risk that flows from the identified deficiencies and weaknesses is the risk of potential fraud. However, the risk of fraud is considered low as management anticipates taking a number of measures as stated above to mitigate the potential risk of fraud, including without limitation: (i) all purchase and payment, including payroll, must be authorized by management; (ii) all capital expenditures must be preapproved by the Resulting Issuer Board; (iii) all source documents in any other language other than English must be translated and scanned for accounting entries and recordkeeping purposes; (iv) and almost all of the Resulting Issuer's cash will be deposited with a Canadian bank in Vancouver, Canada. Bank statements of the Resulting Issuer will be reviewed by the CFO of the Resulting Issuer regularly.

The Resulting Issuer Board will continue to monitor the operations of the Resulting Issuer, evaluate the internal controls, and develop measures in the future to mitigate any potential risks and weaknesses.

Litigation

The Resulting Issuer may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Resulting Issuer becomes involved be determined against the Resulting Issuer such a decision could adversely affect the Resulting Issuer's ability to continue operating and the market price for common shares and could use significant resources. Even if the Resulting Issuer is involved in litigation and wins, litigation can redirect significant company resources.

Public health crisis

The Resulting Issuer's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the outbreak a global health emergency, on March 12, 2020, the World Health Organization declared the outbreak a pandemic and on March 13, 2020 the U.S. declared that the COVID-19 outbreak in the United States constitutes a national emergency. To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada, the United States, Europe and China. The outbreak has caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Resulting Issuer cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. Maitri is actively assessing and responding where possible to the potential impact of the COVID-19 pandemic. Such public health crises can result in volatility and disruptions in global supply chains and financial markets, as well as declining trade and market sentiment and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk and inflation. The risks to the Resulting Issuer of such public health crises also include risks to employee health and safety, a slowdown or temporary suspension of operations impacted by an outbreak, increased labour and fuel costs, regulatory changes, political or economic instabilities or civil unrest. At this point, the extent to which COVID-19 will or may impact the Resulting Issuer is uncertain and these factors are beyond the Resulting Issuer's control; however, it is possible that COVID-19 may have a material adverse effect on the Resulting Issuer's business, results of operations and financial Condition.

17.3 Financial and Accounting Risks

Liquidity and future financing risk

The Resulting Issuer will likely operate at a loss until its business becomes established and it may require additional financing in order to fund future operations and expansion plans. The Resulting Issuer's ability to secure any required financing to sustain operations and expansion plans will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Resulting Issuer will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. Moreover, future activities may require the Resulting Issuer to alter its capitalization significantly and, if additional financing is raised by issuance of additional shares of the Resulting Issuer from treasury, control may change and shareholders may suffer dilution. The inability of the Resulting Issuer to access sufficient capital for its operations could have a material adverse effect on the Resulting Issuer's financial condition and results of operations.

The Resulting Issuer's financial condition would be adversely impacted if its intangible assets become impaired

Intangibles are evaluated quarterly and are tested for impairment at least annually or when events or changes in circumstances indicate the carrying value of each segment, and collectively the Resulting Issuer taken as a whole, might exceed its fair value. If the Resulting Issuer determines that the value of its intangible assets is less than the amounts reflected on its balance sheet, it will be required to reflect an impairment of its intangible assets in the period in which such determination is made. An impairment of its intangible assets would result in its recognizing an expense in the amount of the impairment in the relevant period, which would also result in the reduction of its intangible assets and a corresponding reduction in its stockholders' equity in the relevant period.

Tax risk

The Resulting Issuer is subject to various taxes including, but not limited to the following: income tax; goods and services tax; sales tax; land transfer tax; and payroll tax. The Resulting Issuer's tax filings will be subject to audit by various taxation authorities. While the Resulting Issuer intends to base its tax filings and compliance on the advice of its tax advisors, there can be no assurance that its tax filing positions will never be challenged by a relevant taxation authority resulting in a greater than anticipated tax liability.

17.4 Risks Relating to the Healthcare Supply and Logistics Industry

General economic conditions may adversely affect demand for the Resulting Issuer's products and services

Poor or deteriorating economic conditions in Canada and the other countries in which the Resulting Issuer may conduct business could adversely affect the demand for healthcare services and consequently, the demand for the Resulting Issuer's products and services. Poor economic conditions also could lead the Resulting Issuer's suppliers to offer less favorable terms of purchase to distributors, which would negatively affect the Resulting Issuer's profitability. These and other possible consequences of financial and economic decline could have a material adverse effect on the Resulting Issuer's business, results of operations and financial condition.

The Resulting Issuer will face competition and pricing pressure

The healthcare supply distribution industry in Canada is highly competitive. The Resulting Issuer will compete with other national distributors and a number of regional and local distributors, as well as customer self-distribution models and, to a lesser extent, certain third-party logistics companies. Competitive factors within the healthcare supply distribution industry include market pricing, total delivered product cost, product availability, the ability to fill and invoice orders accurately, delivery time, range of services provided, efficient product sourcing, inventory management, information technology, electronic commerce capabilities, and the ability to meet customer-specific requirements. The Resulting Issuer's success is dependent on the ability to compete on the above factors, while managing internal costs and expenses. These competitive pressures could have a material adverse effect on the Resulting Issuer's results of operations.

Changing conditions in the Canadian healthcare industry may impact the Resulting Issuer's results of operations

The Resulting Issuer, along with its customers and suppliers, are subject to extensive federal and provincial regulations relating to healthcare as well as the policies and practices of the private healthcare insurance industry. In recent years, there have been a number of government and private initiatives to reduce healthcare costs and government spending. These changes have included an increased reliance on managed care; consolidation of competitors, suppliers and customers; a shift in healthcare provider venues from acute care settings to clinics, physician offices and home care; and the development of larger, more sophisticated purchasing groups. All of these changes place additional financial pressure on healthcare provider customers, who in turn seek to reduce the costs and pricing of products and services provided by the Resulting Issuer. The Resulting Issuer expects the healthcare industry to continue to change significantly and these potential changes, which may include a reduction in government support of healthcare services, adverse changes in legislation or regulations, and further reductions in healthcare reimbursement practices, could have a material adverse effect on the Resulting Issuer's business, results of operations and financial condition.

The Resulting Issuer will be subject to stringent regulatory and licensing requirements

The Resulting Issuer will be required to comply with extensive and complex laws and regulations at the federal, provincial and local government levels in Canada and any other countries where it operates. The Resulting Issuer will also be required to hold permits and licenses and to comply with the operational and security standards of various governmental bodies and agencies. Any failure to comply with these laws and regulations or any failure to maintain the necessary permits, licenses or approvals, or to comply with the required standards, could disrupt the Resulting Issuer's operations and/or adversely affect our results of operations and financial condition.

The Resulting Issuer may collect, handle and maintain patient-identifiable health information and other sensitive personal and financial information, which are subject to federal, provincial and foreign laws that regulate the use and disclosure of such information. Regulations currently in place continue to evolve, and new laws in this area could further restrict our ability to collect, handle and maintain personal or patient information, or could require the Resulting Issuer to incur additional compliance costs, either of which could have an adverse impact on our results of operations. Violations of federal, provincial or foreign laws concerning privacy and data protection could subject us to civil or criminal penalties, breach of contract claims, costs for remediation and harm to our reputation.

Products the Resulting Issuer expects to source and sell may be subject to recalls and product liability claims

Certain of the products that the Resulting Issuer may sell and distribute will be sourced and sold under one or more private labels. If these products do not function as designed, are inappropriately designed or are not properly produced, the Resulting Issuer may have to withdraw such products from the market and/or be subject to product liability claims. Although the Resulting Issuer expects to maintain insurance against product liability and defense costs in amounts believed to be reasonable, there is no assurance that the Resulting Issuer can successfully defend any such claims or that the insurance it expects to carry will be sufficient. A successful claim against the Resulting

Issuer in excess of insurance coverage could have a material adverse impact on its business, financial condition and results of operations.

A failure to retain major clients could have a material adverse impact on the Resulting Issuer's business

A significant portion of the Resulting Issuer's revenue growth may come from a small number of large clients. A meaningful percentage of revenue may be derived from clients that have contracts that can be terminated on short notice. A significant portion of the Resulting Issuer's client contracts, including contract renewals, may be subject to competitive tender processes, and there can be no assurance that the Resulting Issuer will be successful in acquiring new business or retaining existing business subject to competitive tender.

The loss of one or more major clients, the failure to renew client contracts, or any decrease in services or transportation volumes purchased or prices paid or any other changes to the terms of service under renewed contracts could have a material adverse effect on the Resulting Issuer's profitability and, as a result, could cause the market price of Dizun Shares to decline. The Resulting Issuer may lose clients if such clients merge or acquire other businesses, and subsequently contract with another service provider in connection with their supply chain activities, or bring the services currently contracted for in-house. Additionally, clients may reduce the services they contract for upon patent expiry of one or more of their products. Competitors who sell off-patent products may be unwilling to pay the same rates and surcharges as the original manufacturer and may conduct their own supply chain management activities in-house or contract with other service providers.

The Resulting Issuer's results of operations may suffer upon the bankruptcy, insolvency, or other credit failure of a customer that has a substantial amount owed to the Resulting Issuer

The Resulting Issuer may provide credit in the normal course of business to customers. The Resulting Issuer expects to perform initial and ongoing credit evaluations of customers and maintain reserves for credit losses. The bankruptcy, insolvency or other credit failure of one or more customers with substantial balances due to the Resulting Issuer could have a material adverse effect on its results of operations and financial condition.

The Resulting Issuer's business and operations depend on the proper functioning of critical facilities and distribution networks

Damage or disruption to the Resulting Issuer's distribution capabilities due to weather, natural disaster, fire, terrorism, pandemic, strikes, the financial and/or operational instability of key suppliers, geo-political events or other reasons could impair our ability to distribute our products and conduct our business. To the extent that the Resulting Issuer is unable, or it is not financially feasible, to mitigate the likelihood or potential impact of such events, or to manage effectively such events if they occur, there could be a material adverse effect on the Resulting Issuer's business, financial condition or results of operations.

18. PROMOTERS

The Resulting Issuer has the following promoters (the "**Promoters**"): Andrew Morton, CEO and director; Marlis Yassin, CFO and Corporate Secretary; Sav Dipasquale, Chairman and director; Tony Clement, director; Dr. Solomon Pillersdorf, director; and Gavin Cooper, director. The Promoters are considered promoters based on the definition of "promoter" in the *Securities Act* (British Columbia) as they, directly or indirectly, took the initiative in founding, organizing or substantially reorganizing the business of the Resulting Issuer.

The Promoters have ownership or control over the number and percentage of Resulting Issuer Shares set forth in the table below.

Name	Number of Resulting Issuer Shares to be Held	Percentage of Class to be Held or Controlled
Andrew Morton	1,000,000	6.12%

Marlis Yassin	100,000	0.61%
Sav DiPasquale	50,000	0.31%
Tony Clement	-	0.00%
Dr. Solomon Pillersdorf	100,000	0.61%
Gavin Cooper	75,000	0.46%

For further information regarding the Promoters please see "*Directors and Officers*" and "*Executive Compensation*".

19. LEGAL PROCEEDINGS

Neither the Resulting Issuer nor any of its property was previously a party to, or the subject of, any legal proceeding nor is the Resulting Issuer currently party to any material legal proceeding or contemplating any legal proceedings which are material to its business. From time to time, however, the Resulting Issuer may be subject to various claims and legal actions arising in the ordinary course of business. Management of the Resulting Issuer is not currently aware of any legal proceedings contemplated against the Resulting Issuer.

The Resulting Issuer has not been subject to any penalties or sanctions imposed by a court relating to provincial and territorial securities legislation or a securities regulatory authority, any other penalties or sanctions imposed by a court or regulatory body, nor any settlement agreements entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date hereof.

20. INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no director, executive officer, or principal shareholder of Dizun or Maitri, or an associate or affiliate of a director, executive officer or principal shareholder of Dizun, has any material interest, direct or indirect, in any transaction within the three years before the date of this Listing Statement, or in any proposed transaction, that has materially affected or will materially affect the Resulting Issuer.

21. AUDITORS, TRANSFER AGENTS AND REGISTRARS

21.1 Auditor

The auditor of the Resulting Issuer will be Davidson & Company LLP, located at 1200 – 609 Granville Street, Vancouver, British Columbia V7Y 1G6.

21.2 Transfer Agent and Registrar

The transfer agent and registrar of the Resulting Issuer is Computershare Investor Services Inc. of 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, Canada V6C 3B9.

22. MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts entered into by Maitri in the two years immediately prior to the date hereof that can reasonably be regarded as presently material to Maitri are as follows:

(a) the Amalgamation Agreement, see "*General Development of the Business – The Amalgamation – The Amalgamation Agreement*" for further details;

(b) the Disinfectant Contract, see "*General Development of the Business – Narrative Description of the Business – Business Overview*" for further details;

(c) the Mask Contract, see "*General Development of the Business – Narrative Description of the Business – Business Overview*" for further details;

(d) the Shield Contract see "*General Development of the Business – Narrative Description of the Business – Business Overview*" for further details;

(e) the Sanitizer Contract see "*General Development of the Business – Narrative Description of the Business – Business Overview*" for further details; and

(f) the Test Kit Contract see "*General Development of the Business – Narrative Description of the Business – Business Overview*" for further details.

23. INTEREST OF EXPERTS

To the best of the Resulting Issuer's knowledge, no direct or indirect interest in the Resulting Issuer is held or will be received by any experts.

24. OTHER MATERIAL FACTS

There are no material facts other than as disclosed herein.

25. FINANCIAL STATEMENTS

The following financial statements and related management, discussion and analysis ("**MD&A**") are attached as schedules to this Listing Statement.

Schedule "A" - Financial Statements of Dizun for the nine-month period ended July 31, 2020 (unaudited) and for the fiscal years ended October 31, 2019 (audited) and October 31, 2018 (audited)

Schedule "B" - MD&A of Dizun for the nine-month period ended July 31, 2020 and for the fiscal years ended October 31, 2019 and October 31, 2018

Schedule "C" - Financial Statements of Maitri for the nine-month period ended June 30, 2020 (unaudited) and for the fiscal year ended September 30, 2019 (audited), and the period from September 25, 2018 to September 30, 2018 (audited)

Schedule "D" - MD&A of Maitri for the nine-month period ended June 30, 2020, for the fiscal year ended September 30, 2019 and for the period from September 25, 2018 to September 30, 2018

Schedule "E" - Pro Forma Financial Statements of the Resulting Issuer

CERTIFICATE OF DIZUN INTERNATIONAL ENTERPRISES INC.

Pursuant to a resolution duly passed by its Board of Directors, Dizun hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to Dizun. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia

this 17th day of November, 2020.

"*Hani Zabaneh*"

Hani Zabaneh
Chief Executive Officer and Director

"*Martin Bajic*"

Martin Bajic
Chief Financial Officer, Corporate Secretary and Director

"*Leighton Bocking*"

Leighton Bocking
Director

"*Andrew Morton*"

Andrew Morton
Director

CERTIFICATE OF MAITRI HEALTH CORP.

The foregoing contains full, true and plain disclosure of all material information relating to Maitri. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Vancouver, British Columbia

this 17th day of November, 2020.

"*Andrew Morton*"

Andrew Morton
Chief Executive Officer and Director

"*Yasser Yassin*"

Yasser Yassin
Director

"*Gavin Cooper*"

Gavin Cooper
Director

SCHEDULE "A"

FINANCIAL STATEMENTS OF DIZUN
FOR THE NINE-MONTH PERIOD ENDED JULY 31, 2020 (UNAUDITED) AND
FOR THE FISCAL YEARS ENDED OCTOBER 31, 2019 (AUDITED) AND OCTOBER 31, 2018 (AUDITED)

DIZUN INTERNATIONAL ENTERPRISES INC.

Condensed Interim Financial Statements

For the Nine Months Ended July 31, 2020 and 2019

(Unaudited – prepared by management)

(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, “Continuous Disclosure Obligations”, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The Company’s external auditors, Saturna Group Chartered Professional Accountants LLP, have not performed a review of these condensed interim financial statements.

DIZUN INTERNATIONAL ENTERPRISES INC.
Condensed Interim Statements of Financial Position
(Expressed in Canadian dollars)

	July 31, 2020 $	October 31, 2019 $
	(unaudited)	
Assets		
Current assets		
Cash	442,748	3,065
Total assets	442,748	3,065
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	15,852	217,271
Loans payable (Note 3)	–	308,388
Total liabilities	15,852	525,659
Shareholders' equity (deficit)		
Share capital	964,515	218,001
Share subscriptions received (Note 4)	332,510	–
Share based payment reserve	60,536	58,900
Deficit	(930,665)	(799,495)
Total shareholders' equity (deficit)	426,896	(522,594)
Total liabilities and shareholders' equity (deficit)	442,748	3,065

Nature of operations and continuance of business (Note 1)
Subsequent event (Note 7)

Approved and authorized for issuance on behalf of the Board on September 29, 2020:

/s/ "Hani Zabaneh"

Hani Zabaneh, Director

/s/ "Martin Bajic"

Martin Bajic, Director

DIZUN INTERNATIONAL ENTERPRISES INC.
Condensed Interim Statements of Operations and Comprehensive Loss
(Unaudited - expressed in Canadian dollars)

	Three Months Ended July 31, 2020 $	Three Months Ended July 31, 2019 $	Nine Months Ended July 31, 2020 $	Nine Months Ended July 31, 2019 $
Expenses				
General and administrative	24,269	40,709	73,361	102,707
Professional fees	8,225	1,425	27,725	18,354
Transfer agent and filing fees	7,065	2,539	20,980	13,967
Total expenses	39,559	44,673	122,066	135,028
Loss before other expense	(39,559)	(44,673)	(122,066)	(135,028)
Other expense				
Interest expense	(3,558)	(2,268)	(9,104)	(4,827)
Net loss and comprehensive loss for the period	(43,117)	(46,941)	(131,170)	(139,855)
Net loss per share, basic and diluted	–	–	(0.01)	(0.01)
Weighted average shares outstanding	13,913,572	11,605,880	12,377,939	11,605,880

The accompanying notes are an integral part of these condensed consolidated interim financial statements

DIZUN INTERNATIONAL ENTERPRISES INC.
Condensed Interim Statements of Changes in Equity
(Unaudited - expressed in Canadian dollars)

	Share capital		Share subscriptions received	Share-based payment reserve	Deficit	Total shareholders' equity (deficit)
	#	$	$	$	$	$
Balance, October 31, 2018	11,605,880	218,001	–	58,900	(619,224)	(342,323)
Net loss for the period	–	–	–	–	(139,855)	(139,855)
Balance, July 31, 2019	11,605,880	218,001	–	58,900	(759,079)	(482,178)
Balance, October 31, 2019	11,605,880	218,001	–	58,900	(799,495)	(522,594)
Shares issued for cash	30,000,000	750,000	–	–	–	750,000
Share issuance costs		(3,486)	–	1,636		(1,850)
Share subscriptions received	–	–	332,510	–	–	332,510
Net loss for the period	–	–	–	–	(131,170)	(131,170)
Balance, July 31, 2020	41,605,880	964,515	332,510	60,536	(930,665)	426,896

The accompanying notes are an integral part of these condensed interim financial statements

DIZUN INTERNATIONAL ENTERPRISES INC.
Condensed Interim Statements of Cash Flows
(Unaudited - expressed in Canadian dollars)

	Nine Months Ended July 31, 2020 $	Nine Months Ended July 31, 2019 $
Operating activities		
Net loss for the period	(131,170)	(139,855)
Changes in non-cash working capital:		
Prepaid expenses	–	(6,206)
Accounts payable and accrued liabilities	(201,419)	79,276
Net cash used in operating activities	(332,589)	(66,785)
Financing activities		
Proceeds from loans payable	–	70,000
Repayment of loans payable	(308,388)	–
Proceeds from shares issued	750,000	–
Share issuance costs	(1,850)	–
Share subscriptions received	332,510	–
Net cash provided by financing activities	772,272	70,000
Change in cash	439,683	3,215
Cash, beginning of period	3,065	5,999
Cash, end of period	442,748	9,214
Non-cash investing and financing activities:		
Finder's warrants issued	1,636	–

1. Nature of Operations and Continuance of Business

Dizun International Enterprises Inc. (the "Company") was incorporated on November 22, 2011 under the Business Corporations Act (British Columbia). The Company is currently seeking a new business opportunity. The Company's principal executive office is located at Suite 918, 1030 West Georgia Street, Vancouver, BC, V6E 2Y3.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

These condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at July 31, 2020, the Company has not generated any revenues from operations, has a working capital deficit of $426,896, and has an accumulated deficit of $871,765. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors may cast significant doubt on the Company's ability to continue as a going concern. These condensed interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards applicable to interim financial information, as outlined in International Accounting Standard ("IAS") 34, "Interim Financial Reporting" and using the accounting policies consistent with those in the audited financial statements as at and for the year ended October 31, 2019.

These condensed interim financial statements do not include all disclosures normally provided in annual financial statements and should be read in conjunction with the annual financial statements as at and for the year ended October 31, 2019. Interim results are not necessarily indicative of the results expected for the fiscal year.

Reclassifications

Certain of the prior period figures have been reclassified to conform to the current period's presentation.

Application of New IFRS

IFRS 16, Leases (effective for annual periods beginning on or after January 1, 2019) introduced new requirements for the classification and measurement of leases. Under IFRS 16, a lessee no longer classifies leases as operating or financing and records all leases on the condensed consolidated statement of financial position, unless the lease term is 12 months or less or the underlying asset has a low value. The Company has applied the modified retrospective transition approach. The Company does not have any leases, and as a result, this standard had no impact on the Company's financial statements on adoption.

Recent Accounting Pronouncements

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended July 31, 2020, and have not been applied in preparing these financial statements. These new standards, and amendments to standards and interpretations are either not applicable or are not expected to have a significant impact on the Company's financial statements.

(Unaudited - expressed in Canadian dollars)

3. Loans Payable

(a) As at July 31, 2020, the Company had a loan payable of $nil (October 31, 2019 - $198,388) owing which is non-interest bearing, unsecured, and due on demand.

(b) As at July 31, 2020, the Company had a loan payable of $nil (October 31, 2019 - $60,000) which is secured by a promissory note, bears interest at 10% accruing monthly and compounding annually, and is due on demand.

(c) As at July 31, 2020, the Company had a loan payable of $nil (October 31, 2019 - $50,000) which is secured by a promissory note, bears interest at 10% accruing monthly and compounding annually, and is due on demand.

4. Share Capital

(a) On March 11, 2020, the Company completed a share consolidation on a 10-for-1 basis. All share amounts have been retroactively restated for all periods presented.

(b) On July 24, 2020, the Company issued 30,000,000 units at $0.025 per unit for gross proceeds of $750,000. Each unit consisted of one common share and one share purchase warrant exercisable at $0.025 per common share for a period of two years. The Company paid a finder's fee of $1,850 and issued 70,000 finder's warrants. Each finder's warrant is exercisable at $0.025 per common share for a period of two years.

(c) As at July 31, 2020, the Company has share subscriptions received of $332,510 pursuant to the exercise of share purchase warrants. See Note 7.

5. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, October 31, 2019	–	–
Issued	30,070,000	0.025
Balance, July 31, 2020	30,070,000	0.025

As at July 31, 2020, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
30,070,000	0.025	July 24, 2022

(Unaudited - expressed in Canadian dollars)

6. Stock Options

The following table summarizes the continuity of the Company's stock options:

	Number of options	Weighted average exercise price $
Outstanding, October 31, 2019	1,000,000	0.065
Expired	(1,000,000)	0.065
Outstanding, July 31, 2020	–	–

7. Subsequent Events

(a) Subsequent to July 31, 2020, the Company issued 30,000,000 common shares for proceeds of $750,000 pursuant to the exercise of share purchase warrants, of which $332,510 had been received as at July 31, 2020.

(b) On September 9, 2020, the Company entered into share exchange agreement with Maitri Health Corp. ("Maitri") Prior to the closing of the agreement, the Company is to consolidate its share capital on a 20-for-1 basis. The Company will acquire 100% of the issued and outstanding shares of Maitri and the shareholders of Maitri will receive an aggregate of 12,500,000 common shares of the Company, resulting in a reverse takeover. The closing of the agreement is subject to regulatory approval.

DIZUN INTERNATIONAL ENTERPRISES INC.

Financial Statements

Years Ended October 31, 2019 and 2018

(Expressed in Canadian dollars)

SATURNA GROUP
CHARTERED PROFESSIONAL ACCOUNTANTS LLP
1066 West Hastings Street, Suite 1250
Vancouver, BC Canada V6E 3X1

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Dizun International Enterprises Inc.

We have audited the accompanying financial statements of Dizun International Enterprises Inc., which comprise the statements of financial position as at October 31, 2019 and 2018, and the statements of operations and comprehensive loss, changes in equity, and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion
We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern
We draw attention to Note 1 in the financial statements, which indicates that the Company has not generated any revenues and incurred negative cash flow from operating activities during the year ended October 31, 2019 and, as of that date, the Company has a working capital deficit of $522,594 and an accumulated deficit of $799,495. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon
Management is responsible for the other information. The other information comprises the information included in the Management's Discussion and Analysis, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Lonny Wong.

Saturna Group LLP

Saturna Group Chartered Professional Accountants LLP

Vancouver, Canada

February 26, 2020

DIZUN INTERNATIONAL ENTERPRISES INC.
Statements of Financial Position
(Expressed in Canadian dollars)

	October 31, 2019 $	October 31, 2018 $
Assets		
Current assets		
Cash	3,065	5,999
Total assets	3,065	5,999
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 4)	217,271	109,934
Loans payable (Note 5)	308,388	238,388
Total liabilities	525,659	348,322
Shareholders' deficit		
Share capital	218,001	218,001
Share-based payment reserve	58,900	58,900
Deficit	(799,495)	(619,224)
Total shareholders' deficit	(522,594)	(342,323)
Total liabilities and shareholders' deficit	3,065	5,999

Nature of operations and continuance of business (Note 1)

Approved and authorized for issuance on behalf of the Board of Directors on February 26, 2020:

/s/ "Hani Zabaneh" — Hani Zabaneh, Director

/s/ "Martin Bajic" — Martin Bajic, Director

(The accompanying notes are an integral part of these financial statements)

DIZUN INTERNATIONAL ENTERPRISES INC.
Statements of Operations and Comprehensive Loss
(Expressed in Canadian dollars)

	Year ended October 31, 2019 $	Year ended October 31, 2018 $
Expenses		
Consulting fees	123,586	94,500
Office and miscellaneous	8,654	1,711
Professional fees	18,332	9,595
Share-based compensation (Notes 3 and 7)	–	58,900
Transfer agent and filing fees	21,748	18,386
Total expenses	172,320	183,092
Loss before other expense	(172,320)	(183,092)
Other expense		
Interest expense	(7,951)	(2,685)
Net loss and comprehensive loss	(180,271)	(185,777)
Loss per share, basic and diluted	–	–
Weighted average shares outstanding	116,058,800	116,058,800

DIZUN INTERNATIONAL ENTERPRISES INC.
Statements of Changes in Equity
(Expressed in Canadian dollars)

	Share capital		Share-based payment reserve	Deficit	Total shareholders' deficit
	Number of shares	$	$	$	$
Balance, October 31, 2017	116,058,800	218,001	–	(433,447)	(215,446)
Fair value of stock options granted	–	–	58,900	–	58,900
Net loss for the year	–	–	–	(185,777)	(185,777)
Balance, October 31, 2018	116,058,800	218,001	58,900	(619,224)	(342,323)
Net loss for the year	–	–	–	(180,271)	(180,271)
Balance, October 31, 2019	116,058,800	218,001	58,900	(799,495)	(522,594)

(The accompanying notes are an integral part of these financial statements)

DIZUN INTERNATIONAL ENTERPRISES INC.
Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended October 31, 2019 $	Year ended October 31, 2018 $
Operating activities		
Net loss	(180,271)	(185,777)
Items not involving cash:		
Share-based compensation	–	58,900
Changes in non-cash working capital:		
Accounts payable and accrued liabilities	107,337	87,864
Net cash used in operating activities	(72,934)	(39,013)
Financing activities		
Proceeds from loans payable	70,000	40,000
Advances from related party	–	3,690
Net cash provided by financing activities	70,000	43,690
Change in cash	(2,934)	4,677
Cash, beginning of year	5,999	1,322
Cash, end of year	3,065	5,999
Non-cash investing and financing activities:		
Assumption of related party loans by a non-related party	–	198,388

(The accompanying notes are an integral part of these financial statements)

1. Nature of Operations and Continuance of Business

Dizun International Enterprises Inc. (the "Company") was incorporated on November 22, 2011 under the Business Corporations Act (British Columbia). The Company is currently seeking a new business opportunity. The Company's principal executive office is located at Suite 918, 1030 West Georgia Street, Vancouver, BC, V6E 2Y3.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. During the year ended October 31, 2019, the Company has not generated any revenues and incurred negative cash flow from operating activities. As at October 31, 2019, the Company has a working capital deficit of $522,594 and an accumulated deficit of $799,495. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors may cast significant doubt on the Company's ability to continue as a going concern. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

(a) Basis of Presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). as issued by the International Accounting Standards Board on a going concern basis.

These financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is the Company's functional currency.

(b) Application of New IFRS

IFRS 9, Financial Instruments

IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39, Financial Instruments: Recognition and Measurement.

IFRS 9 introduces a new expected credit loss ("ECL") model for all financial assets in scope of the impairment requirements. The new ECL will result in an allowance for credit losses being recorded on financial assets irrespective of whether there has been an actual loss event.

The Company adopted the amendments to IFRS 9, effective November 1, 2018 using the full retrospective method, with no significant impact on the Company's financial statements.

(c) Use of Estimates and Judgments

The preparation of the financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, revenues, and expenses. Actual results may differ from these estimates.

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. Significant areas where estimates are applied in these financial statements include the fair value of share-based payments, and unrecognized deferred income tax assets. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future years could be significant.

2. Significant Accounting Policies (continued)

(c) Use of Estimates and Judgments (continued)

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

(d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

(e) Foreign Currency Translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in the statement of operations.

(f) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the respective instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are included in the initial carrying value of the related instrument and are amortized using the effective interest method. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the statement of operations.

Fair value estimates are made at the statement of financial position date based on relevant market information and information about the financial instrument. All financial instruments are classified into either: fair value through profit or loss ("FVTPL") or amortized cost.

The Company has made the following classifications:

Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loans payable	Amortized cost
Due to related parties	Amortized cost

The classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

2. Significant Accounting Policies (continued)

(f) Financial Instruments (continued)

Financial assets at FVTPL

Financial assets are classified as FVTPL when the financial asset is either held for trading or it is designated as FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at amortized cost

Financial assets at amortized cost are non-derivative financial assets which are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition. Subsequent to initial recognition, financial assets are measured at amortized cost using the effective interest method, less any impairment.

Impairment of financial assets

Financial assets, other than those classified as FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been decreased.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are offset against the allowance account. Changes in the carrying amount of the allowance account are recognized in the statement of operations. Loss allowances are based on the lifetime ECL's that result from all possible default events over the expected life of the trade receivable, using the simplified approach.

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the statement of operations to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

(g) Financial Liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2. Significant Accounting Policies (continued)

(g) Financial Liabilities and Equity Instruments (continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized as the proceeds received, net of direct issue costs.

Other financial liabilities

Other financial liabilities (including loans and borrowings and trade payables and other liabilities) are initially measured at fair value, net of transaction costs. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method.

(h) Income Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in the statement of operations. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(i) Loss Per Share

Basic loss per share is computed using the weighted average number of common shares outstanding during the relevant period. The treasury stock method is used for the calculation of diluted loss per share, whereby all “in the money” stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive. As at October 31, 2019 and 2018, the Company has 1,000,000 potentially dilutive shares outstanding.

(j) Comprehensive Loss

Comprehensive income (loss) is the change in the Company’s net assets that results from transactions, events and circumstances from sources other than the Company’s shareholders and includes items that are not included in the statement of operations. The Company does not have any items representing comprehensive income or loss.

(Expressed in Canadian dollars)

2. Significant Accounting Policies (continued)

(k) Share-based Compensation

The grant date fair value of share-based payment awards granted to employees is recognized as stock-based compensation expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Where equity instruments are granted to parties other than employees, they are recorded by reference to the fair value of the services received. If the fair value of the services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the counterparty renders service.

All equity-settled share-based payments are reflected in share-based payment reserve, unless exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

(l) Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended October 31, 2019, and have not been applied in preparing these financial statements.

New standard IFRS 16, "Leases"

The Company has not early adopted this new standard and it will not have a material impact on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. Related Party Transactions

During the year ended October 31, 2019, the Company incurred $nil (2018 - $44,175) of share-based compensation expense relating to the granting of 750,000 stock options to officers and directors of the Company. Refer to Note 7.

4. Accounts Payable and Accrued Liabilities

	2019 $	2018 $
Trade payables	206,636	107,249
Accrued interest payable	10,635	2,685
	217,271	109,934

(Expressed in Canadian dollars)

5. Loans Payable

(a) As at October 31, 2019, the Company had a loan payable of $198,388 (2018 - $198,388). A non-related party assumed the balance of $198,388 owing to the former President of the Company on December 22, 2017. The loan is non-interest bearing, unsecured, and due on demand.

(b) As at October 31, 2019, the Company had a loan payable of $60,000 (2018 - $40,000). The loan is secured by a promissory note, bears interest at 10% accruing monthly and compounding annually, and is due on demand.

(c) As at October 31, 2019, the Company had a loan payable of $50,000 (2018 - $nil) owed to a company controlled by the former Corporate Secretary of the Company. The loan is secured by a promissory note, bears interest at 10% accruing monthly and compounding annually, and is due on demand.

6. Share Capital

The Company's authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

7. Stock Options

On January 9, 2018, the Company adopted a Stock Option Plan (the "Plan"). The Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the 2018 Plan may not exceed 10% of the issued and outstanding shares of the Company at the time of granting of options. The number of common shares which may be reserved in any 12 month period for issuance to any one individual upon exercise of all stock options held by that individual may not exceed 5% of the issued and outstanding common shares of the Company at the time of grant. The number of common shares which may be reserved in any 12 months period for issuance to any one consultant may not exceed 2% of the issued and outstanding common shares and the maximum number of common shares which may be reserved in any 12 month period for the issuance to all persons engaged in investor relation activities may not exceed 2% of the issued and outstanding common shares of the Company. The Plan provides that options granted to any person engaged in investor relations activities will vest in stages over 12 months with no more than ¼ of the stock options vesting in any three month period.

	Number of options	Weighted average exercise price $
Outstanding, October 31, 2017	–	–
Granted	1,000,000	0.065
Outstanding, October 31, 2018 and 2019	1,000,000	0.065

Additional information regarding stock options outstanding as at October 31, 2019, is as follows:

	Outstanding and exercisable		
Range of exercise prices $	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price $
0.065	1,000,000	0.2	0.065

7. Stock Options (continued)

On January 10, 2018, the Company granted 1,000,000 stock options with an exercise price of $0.065 per share expiring on January 10, 2020, of which 750,000 stock options were granted to officers and directors and 250,000 stock options were granted to a consultant. The estimated fair value of the stock options was $58,900 which was determined using the Black-Scholes option pricing model assuming no expected dividends, no forfeitures, and the following assumptions: an annualized volatility of 236%; an expected life of 2 years; and a risk-free interest rate of 1.73%. The weighted average grant date fair value was $0.06 per option.

8. Financial Instruments and Risk Management

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to any significant foreign exchange rate risk.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any assets or liabilities that are affected by changes in interest rates.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(Expressed in Canadian dollars)

9. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements, and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended October 31, 2018.

10. Income Taxes

The tax effect (computed by applying the Canadian federal and provincial statutory rate) of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2019 $	2018 $
Canadian statutory income tax rate	27%	26.83%
Income tax recovery at statutory rate	(48,673)	(49,844)
Tax effect of:		
Change in enacted tax rates	–	(316)
Change in unrecognized deferred income tax assets	48,673	50,160
Income tax provision	–	–

The significant components of the Company's deferred income tax assets and liabilities are as follows:

	2019 $	2018 $
Deferred income tax assets		
Non-capital losses carried forward	215,864	167,191
Unrecognized deferred income tax assets	(215,864)	(167,191)
Net deferred income tax asset	–	–

As at October 31, 2019, the Company has non-capital losses carried forward of $799,498, which are available to offset future years' taxable income. These losses expire as follows:

	$
2031	13,645
2032	225,486
2033	50,706
2034	37,940
2035	34,538
2036	36,603
2037	34,529
2038	185,780
2039	180,271
	799,498

SCHEDULE "B"

MD&A OF DIZUN
FOR THE NINE-MONTH PERIOD ENDED JULY 31, 2020 AND
FOR THE FISCAL YEARS ENDED OCTOBER 31, 2019 AND OCTOBER 31, 2018

Dizun International Enterprises Inc.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the Period Ended
July 31, 2020

DIZUN INTERNATIONAL ENTERPRISES INC.
#918 – 1030 West Georgia Street
Vancouver, BC V6E 2Y3
Tel: 604.628.5616
Fax: 604.662.7900

October 23, 2020

MANAGEMENT'S DISCUSSION & ANALYSIS

This discussion and analysis should be read in conjunction with our audited financial statements and the accompanying notes for the year ended October 31, 2019 and our condensed interim financial statements for the period ended July 31, 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts in the financial statements and this discussion and analysis are expressed in Canadian dollars, unless otherwise indicated.

FORWARD LOOKING INFORMATION

This management discussion and analysis ("**MD&A**") contains certain forward-looking statements and information relating to Dizun International Enterprises Inc. that are based on the beliefs of our management as well as assumptions made by and information currently available to us. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to our company or our management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of our exploration properties. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Overview

The Company became a reporting issuer in British Columbia and Alberta effective January 11, 2012. Our common shares are listed on the Canadian Stock Exchange ("**CSE**") under the symbol "KDZ".

On March 11, 2020, we completed a 10 for 1 consolidation of our common shares. All share amounts have been retroactively restated for all periods presented.

On July 24, 2020, the Company completed a private placement whereby it issued 30,000,000 units at $0.025 per unit for gross proceeds of $750,000. Each unit consists of one common share and one share purchase warrant exercisable at $0.025 for a period of 24 months. The Company paid a finders fee of $1,850 and issued 70,000 finders warrants. The finders warrants are exercisable at $0.025 for a period of 24 months. Since the private placement completed, all warrants have been exercised for proceeds of $750,000.

On September 9, 2020, the Company entered into an amalgamation agreement with Maitri Health Corp. ("Maitri") (the "Amalgamation Agreement"). Prior to the closing of the Amalgamation Agreement, the Company is to consolidate its share capital on a 20-for-1 basis. The Company will acquire 100% of the issued and outstanding shares of Maitri and the shareholders of Maitri will receive an aggregate of 12,500,000 common shares of the Company, resulting in a reverse takeover. The closing of the agreement is subject to regulatory approval. Additional details regarding the Amalgamation Agreement are available on our SEDAR profile at www.sedar.com.

Our principal executive office is located at #918 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3.

Results of Operations

Three Months ended July 31, 2020 and 2019

We had a net loss of $43,117 for the three months ended July 31, 2020, compared to a net loss of $46,941 for the same period ended July 31, 2019. The items comprising the expenses for the three months ended July 31, 2020 were office and miscellaneous expenses of $24,269 (2019 - $40,709), professional fees of $8,225 (2019 - $1,425), interest of $3,558 (2019 - $2,268) and transfer agent and filings fees of $7,065 (2019 - $2,539).

Professional fees, transfer agent and filing fees increased compared to the comparative period as a result of fees related to the private placement. Interest expense increased $1,290 as a result of the increase in loans payable from the comparable period.

Nine Months ended July 31, 2020 and 2019

We had a net loss of $131,170 for the nine months ended July 31, 2020, compared to a net loss of $139,855 for the same period ended July 31, 2019. The items comprising the expenses for the nine months ended July 31, 2020 were office and miscellaneous expenses of $73,361 (2019 - $102,707), professional fees of $27,725 (2019 - $18,354), interest of $9,104 (2019 - $4,827) and transfer agent and filings fees of $20,980 (2019 - $13,967).

Professional fees, transfer agent and filing fees increased compared to the comparative period as a result of fees related to the share consolidation and private placement. Interest expense increased $4,227 as a result of the increase in loans payable from the comparable period.

Liquidity and Capital Resources

As of July 31, 2020, we had cash of $442,748, compared to $3,065 as at October 31, 2019, representing an increase of $439,683 resulting from net cash used in operating activities of $332,589 and cash from financing activities of $772,272. As of July 31, 2020, we had working capital of $426,896 compared to a working capital deficiency of $522,594 as at October 31, 2019.

On September 4, 2020, the Company issued 30,000,000 common shares for proceeds of $750,000 pursuant to the exercise of share purchase warrants, of which $332,510 had been received as at July 31, 2020.

We have no funding commitments or arrangements for additional financing at this time and there is no assurance that we will be able to obtain any additional financing on terms acceptable to us, if at all. Any additional funds raised will be used for general and administrative expenses and to expand our operations in Canada. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise.

Summary of Quarterly Results

Description	Three Months ended Jul 31, 2020	Three Months ended Apr 30, 2020	Three Months ended Jan 31, 2020	Three Months ended Oct 31, 2019	Three Months ended July 31, 2019	Three Months ended Apr 30, 2019	Three Months ended Jan 31, 2019	Three Months ended Oct 31, 2018
Revenues	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Net income (loss)	*(43,117)*	*(58,009)*	*(30,044)*	*(40,416)*	*(46,941)*	*(52,909)*	*(40,005)*	*(29,541)*
Net income (loss) per share, basic and diluted	*0.00*	*0.00*	*0.00*	*0.00*	*0.00*	*0.00*	*0.00*	*0.00*

Transactions with Related Parties

None.

Financial Instruments

Fair Values

The fair values of financial instruments, which include cash. accounts payable and accrued liabilities, and amounts due to a related party, approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit Risk

Financial instruments that potentially subject our company to a concentration of credit risk consist of cash. We limit our exposure to credit loss by placing our cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

Foreign Exchange Rate Risk

Foreign exchange risk is the risk that our financial instruments will fluctuate in value as a result of movements in foreign exchange rates. We are not exposed to any significant foreign exchange risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. We are not exposed to interest rate risk as we do not have any assets or liabilities that are affected by changes in interest rates.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they fall due. We currently settle our financial obligations out of cash. The ability to do this relies on our raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Outstanding Share Data

Our authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. As at October 23, 2020, we had 71,605,880 common shares issued and outstanding.

As at October 23, 2020, there are no outstanding stock options.

As at October 23, 2020, we had 70,000 share purchase warrants outstanding allowing the holder to purchase one warrant for $0.025 and expiring on July 24, 2022.

Changes in Accounting Policies

New accounting standard and interpretation

IFRS 16, Leases (effective for annuals periods beginning on or after January 1, 2019) introduced new requirements for the classification and measurement of leases. Under IFRS 16, a lessee no longer classifies leases as operating or financing and records all leases on the condensed statement of financial position, unless the lease term is 12 months or less or the underlying asset has a low value. The Company has applied a modified retrospective transition approach. The Company does not have any leases, and as a result, this standard had no impact on the Company's financial statements on adoption.

Fourth Quarter

Not applicable.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Additional Information

Additional information relating to our company is available on SEDAR at www.sedar.com.

Dizun International Enterprises Inc.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the Year Ended

October 31, 2019

DIZUN INTERNATIONAL ENTERPRISES INC.
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Tel: 604.628.5616
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February 27, 2020

MANAGEMENT'S DISCUSSION & ANALYSIS

This discussion and analysis should be read in conjunction with our audited financial statements and the accompanying notes for the year ended October 31, 2019, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts in the financial statements and this discussion and analysis are expressed in Canadian dollars, unless otherwise indicated.

FORWARD LOOKING INFORMATION

This management discussion and analysis ("**MD&A**") contains certain forward-looking statements and information relating to Dizun International Enterprises Inc. that are based on the beliefs of our management as well as assumptions made by and information currently available to us. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to our company or our management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of our exploration properties. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Overview

On January 11, 2012, we completed a statutory arrangement (the "Arrangement") with Gorilla Resources Corp. ("Gorilla") and Dizun Holdings Limited ("Dizun Holdings") and Dizun International Enterprises Inc. ("Dizun"). Pursuant to the Arrangement, we issued 1,500,000 shares of our common stock to the major Gorilla shareholders on a reduced basis in order that the total distribution remained 1,500,000 shares and on a pro rata basis to the remaining shareholders. In addition, all shares in Dizun Holdings were exchanged by the shareholders of Dizun Holdings for shares in our company, pursuant to which Dizun Holdings became our wholly-owned subsidiary. Further details concerning the Arrangement can be found in our CNSX Listing Statement dated January 11, 2012 available on our SEDAR profile at www.sedar.com.

As a result of completing the Arrangement, we became a reporting issuer in British Columbia and Alberta effective January 11, 2012. Our common shares are listed on the Canadian Stock Exchange ("**CSE**") under the symbol "KDZ".

On August 11, 2016, Dizun Holdings was dissolved.

Our principal executive office is located at Suite 907, 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3.

Plan of Operations

We are currently seeking new business opportunities.

Selected Annual Information

Description	October 31, 2019 $	October 31, 2018 $	October 31, 2017 $
Net loss	*(180,271)*	*(185,777)*	*(34,529)*
Net loss per share, basic and diluted	*(0.00)*	*(0.00)*	*(0.00)*
Total assets	*3,065*	*5,999*	*1,322*

Results of Operations

Year ended October 31, 2019

We had a net loss of $180,271 for the year ended October 31, 2019, compared to a net loss of $185,777 for the year ended October 31, 2018. The items comprising the expenses for the year ended October 31, 2019 were professional fees of $21,748 (2018 - $9,595), office and miscellaneous expenses of $8,654 (2018 - $1,711), consulting fees of $123,586 (2018 - $94,500), share-based compensation of $nil (2018 - $58,900) and transfer agent and filings fees of $21,748 (2018 - $18,386). In addition to operating expenses, we recorded interest expense of $7,951 (2018 - $2,685).

Three Months ended October 31, 2019

We had a net loss of $40,416 for the three months ended October 31, 2019, compared to a net loss of $29,541 for the three months ended October 31, 2018. The items comprising the expenses for the three months ended October 31, 2019 were consulting fees of $28,706 (2018 - $27,000), office and miscellaneous expenses of $827 (2018 – recovery of $4,414), professional fees recovery of $22 and transfer agent and filings fees of $7,781 (2018 - $5,955). In addition to operating expenses, we incurred interest expense of $3,124 (2018 - $1,000).

We do not have any employees; all of our services are carried out by our directors and officers or by consultants retained on an as needed basis.

Liquidity and Capital Resources

As of October 31, 2019, we had cash of $3,065, compared to $5,999 as at October 31, 2018, representing a decrease of $2,934. As of October 31, 2019, we had a working capital deficiency of $522,594 compared to a working capital deficiency of $342,323 as at October 31, 2018.

We require additional cash to fund our general and administrative expenses for the next twelve months. Our ability to generate adequate amounts of cash in the long term is dependent upon our success in doing business in Canada. Our current cash balance is not sufficient to meet our cash requirements for the next twelve months or to carry out our proposed business plan of expanding operations in Canada. We have historically satisfied our capital needs primarily by issuing equity securities or by loans from related parties.

Other than related party loans, we have no further funding commitments or arrangements for additional financing at this time and there is no assurance that we will be able to obtain any additional financing on terms acceptable to us, if at all. Any additional funds raised will be used for general and administrative expenses and to expand our operations in Canada. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise.

Summary of Quarterly Results

Description	Three Months ended Oct 31, 2019	Three Months ended July 31, 2019	Three Months ended Apr 30, 2019	Three Months ended Jan 31, 2019	Three Months ended Oct 31, 2018	Three Months ended Jul 31, 2018	Three Months ended Apr 30, 2018	Three Months ended Jan 31, 2018
Revenues	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Net income (loss)	*(40,416)*	*(46,941)*	*(52,909)*	*(40,005)*	*(29,541)*	*(27,594)*	*(37,506)*	*(91,136)*
Net income (loss) per share, basic and diluted	*0.00*	*0.00*	*0.00*	*0.00*	*0.00*	*0.00*	*0.00*	*0.00*

Transactions with Related Parties

During the year ended October 31, 2019, the Company incurred $nil (2018 - $44,175) of stock-based compensation expense relating to the granting of 750,000 stock options to officers and directors of the Company.

Financial Instruments

(a) Fair Values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject our company to a concentration of credit risk consist of cash. We limit our exposure to credit loss by placing our cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that our financial instruments will fluctuate in value as a result of movements in foreign exchange rates. We are not exposed to any significant foreign exchange risk.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. We are not exposed to interest rate risk as we do not have any assets or liabilities that are affected by changes in interest rates.

(e) Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they fall due. We currently settle our financial obligations out of cash. The ability to do this relies on our raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Disclosure by Venture Issuer Without Significant Revenue

An analysis of the material components of our general and administrative expenses is disclosed in our audited financial statements for the year ended October 31, 2019 to which this MD&A relates.

Outstanding Share Data

Our authorized share capital consists of an unlimited number of common shares without par value and unlimited number of preferred shares without par value. As at February 27, 2020, we had 116,058,800 common shares issued and outstanding.

As at February 27, 2020, there are no outstanding share purchase warrants.

As at February 27, 2020, there are no outstanding stock options.

Changes in Accounting Policies

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended October 31, 2019 and have not been applied in preparing the financial statements.

New standard IFRS 16, “Leases”

We have not early adopted this new standard and it will not have a material impact on our financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on our financial statements.

Fourth Quarter

See results of operations above.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Additional Information

Additional information relating to our company is available on SEDAR at www.sedar.com.

Dizun International Enterprises Inc.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the Year Ended

October 31, 2018

DIZUN INTERNATIONAL ENTERPRISES INC.
#918 – 1030 West Georgia Street
Vancouver, BC V6E 2Y3
Tel: 604.628.5616
Fax: 604.662.7900

February 26, 2019

MANAGEMENT'S DISCUSSION & ANALYSIS

This discussion and analysis should be read in conjunction with our audited financial statements and the accompanying notes for the year ended October 31, 2018, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts in the financial statements and this discussion and analysis are expressed in Canadian dollars, unless otherwise indicated.

FORWARD LOOKING INFORMATION

This management's discussion and analysis ("**MD&A**") contains certain forward-looking statements and information relating to Dizun International Enterprises Inc. that are based on the beliefs of our management as well as assumptions made by and information currently available to us. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to our company or our management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of our exploration properties. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Overview

On January 11, 2012, we completed a statutory arrangement (the "Arrangement") with Gorilla Resources Corp. ("Gorilla") and Dizun Holdings Limited ("Dizun Holdings") and Dizun International Enterprises Inc. ("Dizun"). Pursuant to the Arrangement, we issued 1,500,000 shares of our common stock to the major Gorilla shareholders on a reduced basis in order that the total distribution remained 1,500,000 shares and on a pro rata basis to the remaining shareholders. In addition, all shares in Dizun Holdings were exchanged by the shareholders of Dizun Holdings for shares in our company, pursuant to which Dizun Holdings became our wholly-owned subsidiary. Further details concerning the Arrangement can be found in our CNSX Listing Statement dated January 11, 2012 available on our SEDAR profile at www.sedar.com.

As a result of completing the Arrangement, we became a reporting issuer in British Columbia and Alberta effective January 11, 2012. Our common shares are listed on the Canadian Stock Exchange ("**CSE**") under the symbol "KDZ".

On April 25, 2012, we completed a 10 for 1 forward split of our common shares. As a result, our issued and outstanding common shares increased from 11,605,880 common shares to 116,058,800 common shares.

On August 11, 2016, Dizun Holdings was dissolved.

Our principal executive office is located at #918 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3.

Plan of Operation

On November 28, 2011, Dizun Holdings entered into an exclusive distribution agreement with Dizun International Financial Holdings (HK) Limited ("Dizun HK") to be the exclusive distributor of Dizun Holding Limited's (a company incorporated in China) products outside China, and to sublicense other distributors. Our subsidiary, Dizun Holdings, has been granted an exclusive license by Dizun HK to distribute Dizun tea and tea-related products outside China and to build an international franchise network of HK-D Essence tea boutiques.

Further details of this agreement and our business objectives can be found in our CNSX Listing Statement dated January 11, 2012 available on our SEDAR profile at www.sedar.com. We are also looking for acquisitions of several businesses in Canada to expand the company's profile.

Selected Annual Information

Description	October 31, 2018 $	October 31, 2017 $	October 31, 2016 $
Net loss	*(185,777)*	*(34,529)*	*(36,603)*
Net loss per share, basic and diluted	*(0.00)*	*(0.00)*	*(0.00)*
Total assets	*5,999*	*1,322*	*2,721*

Results of Operations

Year ended October 31, 2018

We had a net loss of $185,777 for the year ended October 31, 2018, compared to a net loss of $34,529 for the year ended October 31, 2017. The items comprising the expenses for the year ended October 31, 2018 were professional fees of $9,595 (2017 - $4,725), office and miscellaneous expenses of $1,711 (2017 - $15,799), consulting fees of $94,500 (2017 - $Nil), share based compensation of $58,900 (2017 - $Nil) and transfer agent and filings fees of $18,386 (2017 - $14,005). In addition to operating expenses, we recorded interest expense of $2,685 (2017 - $Nil).

Three Months ended October 31, 2018

We had a net loss of $29,541 for the three months ended October 31, 2018, compared to a net loss of $11,763 for the three months ended October 31, 2017. The items comprising the expenses for the three months ended October 31, 2018 were consulting fees of $27,000 (2017 - $Nil), office and miscellaneous expenses recovery of $4,414 (2017 – expense of $5,188), transfer agent and filings fees of $5,955 (2017 - $6,575). In addition to operating expenses, we incurred $1,000 of interest expense (2017 - $Nil).

We do not have any employees; all of our services are carried out by our directors and officers or by consultants retained on an as needed basis.

Liquidity and Capital Resources

As of October 31, 2018, we had cash of $5,999, compared to $1,322 as at October 31, 2017, representing an increase of $4,677. As of October 31, 2018, we had a working capital deficiency of $342,323 compared to a working capital deficiency of $215,446 as at October 31, 2017.

We require additional cash to fund our general and administrative expenses for the next twelve months. Our ability to generate adequate amounts of cash in the long term is dependent upon our success in doing business in Canada. Our current cash balance is not sufficient to meet our cash requirements for the next twelve months or to carry out our proposed business plan of expanding operations in Canada. We have historically satisfied our capital needs primarily by issuing equity securities or by loans from related parties.

Other than related party loans, we have no further funding commitments or arrangements for additional financing at this time and there is no assurance that we will be able to obtain any additional financing on terms acceptable to us, if at all. Any additional funds raised will be used for general and administrative expenses and to expand our operations in Canada. The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise.

Summary of Quarterly Results

Description	Three Months ended Oct 31, 2018	Three Months ended Jul 31, 2018	Three Months ended Apr 30, 2018	Three Months ended Jan 31 2018	Three Months ended Oct 31, 2017	Three Months ended Jul 31, 2017	Three Months ended Apr 30 2017	Three Months ended Jan 31, 2017
Revenues	*0*	*0*	*0*	*0*	*0*	*0*	*0*	*0*
Net loss	*(29,541)*	*(27,594)*	*(37,506)*	*(91,136)*	*(11,763)*	*(2,286)*	*(13,729)*	*(6,751)*
Net loss per share, basic and diluted	*0.00*	*0.00*	*0.00*	*0.00*	*0.00*	*(0.00)*	*(0.00)*	*(0.00)*

Transactions with Related Parties

As at October 31, 2018, the Company owed $nil (2017 - $194,698) to the former President of the Company, which was non-interest bearing, unsecured, and due on demand. The former President of the Company loaned the Company an additional $3,690 subsequent to October 31, 2017. On December 22, 2017, the former President of the Company transferred the $198,388 balance owing to him to a non-related party.

Financial Instruments

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on our statement of financial position as at October 31, 2018 as follows:

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, October 31, 2018 $
Cash	5,999	–	–	5,999

The fair values of other financial instruments, which include accounts payable and accrued liabilities, loans payable, and amounts due to a related party, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject our company to a concentration of credit risk consist of cash. We limit our exposure to credit loss by placing our cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

Foreign exchange risk is the risk that our financial instruments will fluctuate in value as a result of movements in foreign exchange rates. We are not exposed to any significant foreign exchange risk.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. We are not exposed to interest rate risk as we do not have any assets or liabilities that are affected by changes in interest rates.

(e) Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they fall due. We currently settle our financial obligations out of cash. The ability to do this relies on our raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Disclosure by Venture Issuer Without Significant Revenue

An analysis of the material components of our general and administrative expenses is disclosed in our audited financial statements for the year ended October 31, 2018 to which this MD&A relates.

Outstanding Share Data

Our authorized share capital consists of an unlimited number of common shares without par value and unlimited number of preferred shares without par value. As at February 26, 2019, we had 116,058,800 common shares issued and outstanding.

As at February 26, 2019, there are no outstanding share purchase warrants.

As at February 26, 2019, there are 1,000,000 stock options outstanding with an exercise price of $0.065 per share and expiring on January 10, 2020.

Changes in Accounting Policies

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended October 31, 2018 and have not been applied in preparing the financial statements.

New standard IFRS 9, "Financial Instruments"

We have not early adopted these new and revised standards and are currently assessing the impact that these standards will have on our financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on our financial statements.

Fourth Quarter

See summary of quarterly results above.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Additional Information

Additional information relating to our company is available on SEDAR at www.sedar.com.

SCHEDULE "C"

FINANCIAL STATEMENTS OF MAITRI
FOR THE NINE-MONTH PERIOD ENDED JUNE 30, 2020 (UNAUDITED) AND
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2019 (AUDITED) AND
THE PERIOD FROM SEPTEMBER 25, 2018 TO SEPTEMBER 30, 2018 (AUDITED)

Maitri Health Corp.

Unaudited Condensed Interim Financial Statements for the
three and nine months ended June 30, 2020 and 2019

Expressed in Canadian Dollars

Maitri Health Corp.

Condensed Interim Statements of Financial Position

(Expressed in Canadian Dollars – Unaudited)

	June 30, 2020	September 30, 2019
Assets		
Current assets		
Cash	$ 14,727	$ 732
Due from shareholder (Note 4)	1	1
Total assets	$ 14,728	$ 733
Liabilities		
Current liabilities		
Accounts payable	$ 10,369	$ 9,450
Accrued liabilities	45,117	5,000
Subscriptions received (Note 8)	13,100	-
Loans payable (Note 3)	100,565	2,000
Total liabilities	169,151	16,450
Shareholders' equity (deficit)		
Share capital (Note 4)	1	1
Deficit	(154,424)	(15,718)
Total shareholders' equity (deficit)	(154,423)	(15,717)
Total liabilities and shareholders' equity (deficit)	$ 14,728	$ 733

Nature and continuance of operations (Note 1)

Subsequent events (Note 8)

Approved on behalf of the Board:

"Andrew Morton"

Andrew Morton, CEO and Director

"Gavin Cooper"

Gavin Cooper, Director

The accompanying notes form an integral part of these unaudited condensed interim financial statements

Maitri Health Corp.

Condensed Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars – Unaudited)

	Three months ended		Nine months ended	
	June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
Expenses				
Consulting fees (Note 5)	$ 35,000	$ -	$ 35,000	$ 9,450
Professional fees	3,500	-	4,188	1,109
Office and general	300	18	336	141
Marketing expense	97,565	-	97,565	-
Interest expense (Note 3)	1,617	-	1,617	-
Loss and comprehensive loss, basic and diluted loss per share	$ 137,982	$ 18	$ 138,706	$ 10,700
Weighted average number of shares outstanding – basic and diluted	1	1	1	1

The accompanying notes form an integral part of these unaudited condensed interim financial statements

Maitri Health Corp.

Condensed Interim Statements of Changes in Shareholders' Equity (Deficit)

(Expressed in Canadian Dollars – Unaudited)

	Share capital			
	Number	Amount	Deficit	Total shareholders' equity (deficit)
Balance, September 30, 2018	1	$ 1	$ -	$ 1
Loss and comprehensive loss for the period	-	-	(10,700)	(10,700)
Balance, June 30, 2019	1	1	(10,700)	(10,699)
Loss and comprehensive loss for the period	-	-	(5,018)	(5,018)
Balance, September 30, 2019	1	1	(15,718)	(15,717)
Loss and comprehensive loss for the period	-	-	(138,706)	(138,706)
Balance, June 30, 2020	1	$ 1	$ (154,424)	$ (154,423)

The accompanying notes form an integral part of these unaudited condensed interim financial statements

Maitri Health Corp.

Condensed Interim Statements of Cash Flows

(Expressed in Canadian Dollars – Unaudited)

	Nine months ended June 30, 2020	Nine months ended June 30, 2019
Cash provided by (used in):		
Operating activities		
Loss and comprehensive loss for the period	$ (138,706)	$ (10,700)
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities	41,036	9,450
Net cash used in operating activities	(97,670)	(1,250)
Financing activities		
Subscriptions received	13,100	-
Proceeds from loan	98,565	2,000
Net cash provided by financing activities	111,665	2,000
Increase in cash	13,995	750
Cash, beginning	732	-
Cash, ending	$ 14,727	$ 750

Supplemental cash flow information		
Interest paid	$ -	$ -
Taxes paid	-	-
Non-cash share issuance due from shareholder	$ 1	$ 1

1. Nature and continuance of operations

Maitri Health Corp. (the "Company") was incorporated under the British Columbia Business Corporations Act on September 25, 2018. The head office of the Company is located at Suite 907 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 and the registered and records office of the Company is located at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8. The Company is actively focused on securing supplier agreements to deliver reliable, high quality health care solutions (Note 8).

These financial statements have been prepared on a going concern basis, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business. There is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment. As such, the Company's business involves a high degree of risk. Additional funds will be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the Company will be profitable. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and/or private placement of common shares. These conditions indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

On March 11 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus ("COVID-19") as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

2. Significant accounting policies

(a) Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* and follow the same accounting policies and methods of application as the Company's most recent annual financial statements.

These unaudited condensed interim financial statements were approved by the Board of Directors ("Board") on August 27, 2020.

(b) Key sources of estimation uncertainty

The preparation of these unaudited condensed interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. The interim financial statements include estimates which, by their nature, are uncertain. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods.

2. Significant accounting policies (continued)

(b) Key sources of estimation uncertainty (continued)

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the date of the statement of financial position, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, include, but are not limited to, the following:

- the Company's ability to continue as a going concern;
- the recognition and recoverability of the Company's deferred tax assets; and
- the future impact of the COVID-19 global pandemic.

(c) New accounting standard adopted during the period

On October 1, 2019, the Company adopted IFRS 16 – Leases ("IFRS 16") which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation, and disclosure of leases. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less), leases with certain variable lease payments and leases of low-value assets. The adoption of IFRS 16 did not have an impact on the Company's financial statements as it has no leases.

3. Loans payable

In April 2020, the Company entered into a loan agreement with Cliffwood Capital Corp. The $98,565 loan is unsecured, bears interest at 10% per annum and is due on April 30, 2021. The Company recognized interest payable of $1,617 during the three and nine months ended June 30, 2020 (2019 - $nil), recorded as interest expense in profit or loss. Subsequent to June 30, 2020, an officer of Cliffwood Capital Corp. was appointed as an officer of the Company.

In January 2019, the Company received a $2,000 unsecured, non-interest-bearing loan from an arm's length party with no fixed term of repayment.

The Company repaid its loans subsequent to June 30, 2020 (Note 8).

4. Share capital

(a) Authorized

The Company has authorized an unlimited number of common shares without par value.

(b) Issued

As at June 30, 2020 and September 30, 2019, there was 1 common share outstanding.

5. Related party transactions

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Board and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

(Expressed in Canadian Dollars – Unaudited)

5. Related party transactions (continued)

Consulting fees for the nine months ended June 30, 2020 and 2019 include $nil and $9,450, respectively, for rent and administration paid to a company with a common director. As at June 30, 2020, the Company had $9,450 (2019 - $9,450) payable to a company with a common director, which has been included in accounts payable.

These transactions are in the normal course of the operations on normal commercial terms and conditions, which is the amount of consideration established and agreed to by the related parties.

6. Management of capital

The Company considers its capital to be comprised of shareholders' equity (deficit). The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

In order to carry out the planned activities and pay for administrative costs, the Company may attempt to raise additional amounts of capital through the issuance of shares. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since incorporation. The Company is not subject to external capital requirements.

7. Financial instruments

(a) Categories of financial instruments and fair value measurements

	June 30, 2020	September 30, 2019
Financial assets at amortized cost		
Cash	$ 14,727	$ 732
Due from Shareholder	1	1
Financial liabilities at amortized cost		
Accounts payable	(10,369)	(9,450)
Accrued liabilities	(45,117)	(5,000)
Subscriptions received	(13,100)	-
Loans payable	(100,565)	(2,000)
	$ (154,423)	$ (15,717)

The Company considers that the carrying amount of all its financial assets recognized at amortized cost in the financial statements approximate their fair value due to the demand nature or short-term maturity of these instruments.

(b) Management of financial risks

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company assessed credit risk as low.

7. Financial instruments (continued)

(b) Management of financial risks (continued)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company did not have sufficient cash to meet its current liabilities at June 30, 2020. The Company assessed liquidity risk as high.

Foreign exchange risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loans payable have either a fixed interest rate or are non-interest bearing. The Company assessed interest rate risk as low.

8. Subsequent events

The Company completed the following transactions subsequent to June 30, 2020:

In July 2020, the Company closed a non-brokered private placement of $240,000, of which $35,000 was for settlement of accounts payable, for net proceeds of $205,000, at a price of $0.01 per common share and $25,000 in connection with a non-brokered private placement at a price of $0.025 per common share. As at June 30, 2020, the Company had received subscriptions for $13,100 in relation to this private placement, recognized as subscriptions received in the Company's statement of financial position.

An officer of Cliffwood Capital Corp. was appointed as an officer of the Company.

The Company repaid its loans payable (Note 3).

On July 23, 2020, the Company signed a non-binding letter of intent with Dizun International Enterprises Inc. (CSE: KDZ) ("Dizun") to complete a transaction by way of a reverse takeover ("RTO") of Dizun by the shareholders of Maitri. Upon completion of the RTO, the combined business (the "Resulting Issuer") will continue to carry on the business of Maitri.

The RTO is expected to be completed by way of a share exchange between the shareholders of Maitri and Dizun. In exchange for 100% of the issued and outstanding shares of Maitri, the shareholders of Maitri will receive an aggregate of 250,000,000 Dizun shares.

The closing of the RTO is subject to the receipt of all necessary approvals, including without limitation regulatory approval for the listing of the common shares of the Resulting Issuer on the Canadian Securities Exchange.

The Company entered into an employment agreement with an officer and director, whereby if the Company experiences a change of control, excluding the recently announced RTO with Dizun, the officer and director is due 12 months of salary. The Company entered into a consulting agreement with an officer, whereby if the Company experiences a change of control, excluding the recently announced RTO with Dizun, the officer is due 6 months of salary.

Maitri Health Corp.

Financial Statements for the year ended September 30, 2019
and the period from September 25, 2018 to September 30, 2018

Expressed in Canadian Dollars

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Maitri Health Corp.

Opinion

We have audited the accompanying financial statements of Maitri Health Corp. (the "Company"), which comprise the statements of financial position as at September 30, 2019 and 2018, and the statements of loss and comprehensive loss, changes in shareholders' equity (deficit), and cash flows for the year ended September 30, 2019, and the period from September 25, 2018 to September 30, 2018, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2019 and 2018, and its financial performance and its cash flows for the year ended September 30, 2019 and the period from September 25, 2018 to September 30, 2018 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that material uncertainties related to events or conditions may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Stephen Hawkshaw.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

August 18, 2020

Maitri Health Corp.
Statements of Financial Position
(Expressed in Canadian Dollars)

	September 30, 2019	September 30, 2018
Assets		
Current assets		
Cash	$ 732	$ -
Due from shareholder (Note 6)	1	1
Total assets	$ 733	$ 1
Liabilities		
Current liabilities		
Accounts payable (Note 7)	$ 9,450	$ -
Accrued liabilities	5,000	-
Loan payable (Note 5)	2,000	-
Total liabilities	16,450	-
Shareholders' equity (deficit)		
Share capital (Note 6)	1	1
Deficit	(15,718)	-
Total shareholders' equity (deficit)	(15,717)	1
Total liabilities and shareholders' equity (deficit)	$ 733	$ 1

Nature and continuance of operations (Note 1)
Subsequent events (Note 11)

Approved on behalf of the Board:

"Andrew Morton"
Andrew Morton, CEO and Director

"Gavin Cooper"
Gavin Cooper, Director

The accompanying notes are an integral part of these financial statements

Maitri Health Corp.

Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

	Year ended September 30, 2019	Period from September 25, 2018 to September 30, 2018
Expenses		
Consulting fees (Note 7)	$ 9,450	$ -
Professional fees	6,109	-
Bank charges and interest	159	-
Loss and comprehensive loss, basic and diluted loss per share	$ 15,718	$ -
Weighted average number of shares outstanding – basic and diluted	1	1

The accompanying notes are an integral part of these financial statements

Maitri Health Corp.
Statements of Changes in Shareholders' Equity (Deficit)
(Expressed in Canadian Dollars)

	Share capital			
	Number	Amount	Deficit	Total shareholders' equity (deficit)
Balance, September 25, 2018	-	$ -	$ -	$ -
Common shares issued (Note 6)	1	1	-	1
Loss and comprehensive loss for the period	-	-	-	-
Balance, September 30, 2018	1	1	-	1
Loss and comprehensive loss for the year	-	-	(15,718)	(15,718)
Balance, September 30, 2019	1	$ 1	$ (15,718)	$ (15,717)

The accompanying notes are an integral part of these financial statements

Maitri Health Corp.

Statements of Cash Flows

(Expressed in Canadian Dollars)

	Year ended September 30, 2019	Period from September 25, 2018 to September 30, 2018
Cash provided by (used in):		
Operating activities		
Loss and comprehensive loss for the period	$ (15,718)	$ -
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities	14,450	-
Net cash used in operating activities	(1,268)	-
Financing activities		
Proceeds from loan	2,000	-
Net cash provided by financing activities	2,000	-
Increase in cash	732	-
Cash, beginning	-	-
Cash, ending	$ 732	$ -
Supplemental cash flow information		
Interest paid	$ -	$ -
Taxes paid	-	-
Non-cash share issuance due from shareholder	$ -	$ 1

The accompanying notes are an integral part of these financial statements

1. Nature and continuance of operations

Maitri Health Corp. (the “Company”) was incorporated under the British Columbia Business Corporations Act on September 25, 2018. The head office of the Company is located at Suite 907 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3 and the registered and records office of the Company is located at Suite 2200 – 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8. Subsequent to September 30, 2019, the Company is actively focused on securing supplier agreements to deliver reliable, high quality health care solutions (Note 11).

These financial statements have been prepared on a going concern basis, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business. There is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment. As such, the Company’s business involves a high degree of risk. Additional funds will be required to enable the Company to pursue such an initiative and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the Company will be profitable. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and/or private placement of common shares. These conditions indicate the existence of a material uncertainty that casts significant doubt about the Company’s ability to continue as a going concern. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

On March 11 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus (“COVID-19”) as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

2. Significant new accounting standards

New standards not yet adopted

The Company has not applied the following new standard and interpretation which are effective beginning on or after October 1, 2019:

IFRS 16 *Leases* introduces new requirements for the classification and measurement of leases. Management does not expect IFRS 16 to have an impact on the Company’s financial statements.

IFRIC 23 *Uncertainty over Income Tax Treatments* provides guidance when there is uncertainty over income tax treatments including, but not limited to, whether uncertain tax treatments should be considered separately; assumptions made about the examination of tax treatments by tax authorities; the determination of taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates; and, the impact of changes in facts and circumstances. Management does not expect IFRIC 23 to have an impact on the Company’s financial statements.

3. Significant accounting policies

(a) Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The financial statements of the Company for the period from incorporation on September 25, 2018 to September 30, 2019 were authorized for issue by the Board of Directors ("Board") on August 18, 2020.

(b) Basis of presentation

These financial statements have been prepared on an accrual basis, except for cash flow information, and are based on historical cost, except for certain financial instruments which are measured at fair value.

The Company's functional currency is the Canadian Dollar. The financial statements are presented in Canadian dollars, unless otherwise noted.

(c) Financial instruments

(i) Classification and measurement

Financial asset

The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments of principal and interest ("SPPI"). Financial assets are initially measured at fair value and are subsequently measured at either (i) amortized cost; (ii) fair value through other comprehensive income, or (iii) at fair value through profit or loss.

Amortized cost

Financial assets classified and measured at amortized cost are those assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise to cash flows that are SPPI. Financial assets classified at amortized cost are measured using the effective interest method. The Company's cash and due from shareholder are classified in this category.

Fair value through other comprehensive income ("FVTOCI")

Financial assets classified and measured at FVTOCI are those assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise to cash flows that are SPPI. The Company does not have any assets classified and measured at FVTOCI.

3. Significant accounting policies (continued)

(d) Financial instruments (continued)

(i) Classification and measurement (continued)

Fair value through profit or loss ("FVTPL")

Financial assets classified and measured at FVTPL are those assets that do not meet the criteria to be classified at amortized cost or at FVTOCI. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of profit or loss in the period in which they arise. The Company does not have any assets classified and measured at FVTPL.

Financial liabilities

All financial liabilities are initially recognised at fair value plus or minus transactions costs that are directly attributable to issuing the financial liability. Financial liabilities are measured at amortized cost unless they are required to be measured at FVTPL. The Company's accounts payable and accrued liabilities and loan payable are measured at amortized cost.

(ii) Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iii) Fair value

Financial assets and financial liabilities are measured at fair value using a valuation hierarchy for disclosure of fair value measurements. The determination of the applicable level within the hierarchy of a particular asset or liability depends on the inputs used in the valuation as of the measurement date, notably the extent to which the inputs are market-based (observable) or internally derived (unobservable). The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1: defined as observable inputs such as quoted prices in active markets.

Level 2: defined as inputs other than quoted prices in active markets that are either directly or indirectly observable.

Level 3: defined as inputs that are based on little or no observable market data and, therefore, requiring entities to develop their own assumptions.

3. Significant accounting policies (continued)

(d) Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The Company has not recorded any deferred tax assets.

(f) Foreign Currency Translation

The functional and reporting currency of the Company is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in profit and loss.

(g) Loss per share

Basic loss per share is calculated by dividing losses attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the weighted average number of common shares outstanding for the effects of all potentially dilutive common shares.

4. Significant accounting judgements, estimates and assumptions

The preparation of the Company’s financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

These assumptions and estimates are regularly reviewed. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

4. Significant accounting judgements, estimates and assumptions (continued)

The Company's main judgements, estimates, and assumptions are presented below:

(a) Deferred income tax

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

(b) Going concern

Management has applied judgements in the assessment of the Company's ability to continue as a going concern when preparing its financial statements. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or has no realistic alternative other than to do so.

5. Loan payable

In January 2019, the Company received a $2,000 unsecured, non-interest-bearing loan from an arm's length party with no fixed term of repayment. The loan was repaid subsequent to the year ended September 30, 2019 (Note 11).

6. Share capital

(a) Authorized

The Company has authorized an unlimited number of common shares without par value.

(b) Issued

As at September 30, 2019 and September 30, 2018, there was 1 common share outstanding.

7. Related party transactions

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Board and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

Consulting fees include $9,450 (2018 - $Nil) for rent and administration paid to a company with a common director. As at September 30, 2019, the Company had $9,450 (2018 - $Nil) payable to a company with a common director, which has been included in accounts payable.

These transactions are in the normal course of the operations on normal commercial terms and conditions, which is the amount of consideration established and agreed to by the related parties.

(Expressed in Canadian Dollars)

8. Management of capital

The Company considers its capital to be comprised of shareholders' equity (deficit). The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

In order to carry out the planned activities and pay for administrative costs, the Company may attempt to raise additional amounts of capital through the issuance of shares. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management since incorporation. The Company is not subject to external capital requirements.

9. Financial instruments

(a) Categories of financial instruments and fair value measurements

	September 30, 2019	September 30, 2018
Financial assets at amortized cost		
Cash	$ 732	$ -
Due from Shareholder	1	1
Financial liabilities at amortized cost		
Accounts payable	(9,450)	-
Accrued liabilities	(5,000)	-
Loan payable	(2,000)	-
	$ (15,717)	$ 1

The Company considers that the carrying amount of all its financial assets recognized at amortized cost in the financial statements approximate their fair value due to the demand nature or short-term maturity of these instruments.

(b) Management of financial risks

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company assessed credit risk as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company did not have sufficient cash to meet its current liabilities at September 30, 2019. The Company assessed liquidity risk as high.

(Expressed in Canadian Dollars)

9. Financial instruments (continued)

(b) Management of financial risks (continued)

Foreign exchange risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loan payable is non-interest bearing and was repaid subsequent to September 30, 2020 (Note 11). The Company assessed interest rate risk as low.

10. Income taxes

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	Year Ended September 30, 2019	Period from September 25, 2018 to September 30, 2018
Loss before income taxes	$ (15,718)	$ -
Statutory tax rate	27.0%	27.0%
Expected tax recovery at the statutory tax rate	(4,244)	-
Deferred tax assets not recognized	4,244	-
Income tax recovery	$ -	$ -

The Company has the following deductible temporary differences for which no deferred tax asset has been recognized:

	September 30, 2019	September 30, 2018
Non-capital losses	$ 4,244	$ -

The Company has non-capital losses of $15,718 available for carry-forward that will expire in 2039.

11. Subsequent events

The Company completed the following transactions subsequent to September 30, 2019:

- In July 2020, the Company closed a non-brokered private placement of $240,000, of which $35,000 was for settlement of accounts payable, for net proceeds of $205,000, at a price of $0.01 per common share and $25,000 in connection with a non-brokered private placement at a price of $0.025 per common share.
- The Company entered into a loan agreement with Cliffwood Capital Corp. Subsequent to September 30, 2019, an officer of Cliffwood Capital Corp. was appointed as an officer of the Company. The $98,565 loan is unsecured, bears interest at 10% per annum and is due on April 30, 2021. This loan was repaid subsequent to September 30, 2019.
- The Company repaid its loan payable (Note 5).

On July 23, 2020, the Company signed a non-binding letter of intent with Dizun International Enterprises Inc. (CSE: KDZ) (“Dizun”) to complete a transaction by way of a reverse takeover (“RTO”) of Dizun by the shareholders of Maitri. Upon completion of the RTO, the combined business (the “Resulting Issuer”) will continue to carry on the business of Maitri.

The RTO is expected to be completed by way of a share exchange between the shareholders of Maitri and Dizun. In exchange for 100% of the issued and outstanding shares of Maitri, the shareholders of Maitri will receive an aggregate of 250,000,000 Dizun shares.

The closing of the RTO is subject to the receipt of all necessary approvals, including without limitation, regulatory approval for the listing of the common shares of the Resulting Issuer on the Canadian Securities Exchange.

The Company has entered into an employment agreement with an officer and director, whereby if the Company experiences a change of control, excluding the recently announced RTO with Dizun, the officer and director is due 12 months of salary.

SCHEDULE "D"

MANAGEMENT DISCUSSION AND ANALYSIS OF MAITRI
FOR THE NINE-MONTH PERIOD ENDED JUNE 30, 2020 AND
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2019 AND
THE PERIOD FROM SEPTEMBER 25, 2018 TO SEPTEMBER 30, 2018

Maitri Health Corp.

Management Discussion & Analysis for the
three and nine months ended June 30, 2020 and 2019

The purpose of this Management Discussion and Analysis ("MD&A") is to explain management's point of view of Maitri Health Corp.'s ("Maitri", the "Company", "we" or "us") past performance and future outlook. This MD&A should be read in conjunction with our unaudited condensed interim financial statements for the three and nine months ended June 30, 2020 (the "Financial Statements"). The preparation of financial data is in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB, including IAS 34, Interim Financial Reporting, and follows the same accounting policies and methods of application as the Company's most recent annual financial statements. All amounts in the financial statements and this MD&A are expressed in Canadian dollars, unless otherwise indicated. All information contained in this MD&A is current as of August 27, 2020 unless otherwise stated.

Forward Looking Information

Certain sections of this MD&A may contain forward-looking statements. Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", and similar expressions used by the Company's management are intended to identify forward-looking statements. Such statements reflect the Company's forecasts, estimates and expectations as they relate to the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

The forward-looking statements contained herein are based on information available as August 27, 2020.

Overall Performance

The Company was incorporated under the British Columbia Business Corporations Act on September 25, 2018. As at June 30, 2020, the Company was actively focused on securing supplier agreements to deliver reliable, high quality health care solutions.

As at June 30, 2020, the Company had no continuing source of operating revenues. The Company has not paid any cash dividends on its common shares nor does it have any present intention of paying cash dividends on its common shares, as it anticipates that all available funds for the foreseeable planning horizon will be invested to finance its business activities.

The Company had not achieved profitable operations as at June 30, 2020 and had accumulated losses of $154,424 (September 30, 2019 - $15,718) since inception.

On July 23, 2020, the Company signed a non-binding letter of intent with Dizun International Enterprises Inc. (CSE: KDZ) ("Dizun") to complete a transaction on by way of a reverse takeover ("RTO") of Dizun by the shareholders of Maitri. Upon completion of the RTO, the combined business (the "Resulting Issuer") will continue to carry on the business of Maitri. Refer to "Proposed Transactions" below.

On March 11 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus ("COVID-19") as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

Results of Operations

Results of operations for the three months ended June 30, 2020

For the three months ended June 30, 2020, the Company's primary expenses were marketing fees, consulting fees, professional fees, and interest expense. The Company did not have operations in the comparative period, the only expense in the three months ended June 30, 2019 related to bank charges.

The Company incurred $97,565 of marketing expenses during the three months ended June 30, 2020 related to a diagnostic testing system purchased for marketing purposes.

The Company incurred consulting fees of $35,000 during the three months ended June 30, 2020, for strategic advice on the development of the Company's business. As at June 30, 2020, the Company did not have any employees; all of our services are carried out by our directors and officers or by consultants retained on an as needed basis. Subsequent to June 30, 2020, the Company entered into an employment agreement with an officer and director, whereby if the Company experiences a change of control, excluding the recently announced RTO with Dizun, the officer and director is due 12 months of salary. The Company entered into a consulting agreement with an officer, whereby if the Company experiences a change of control, excluding the recently announced RTO with Dizun, the officer is due 6 months of salary.

The Company also incurred $3,500 for professional fees incurred primarily in relation to the Company's financial statement review. The Company also accrued $1,617 in interest expense on the loan due to Cliffwood Capital Corp.

Results of operations for the nine months ended June 30, 2020

The Company's loss for the nine months ended June 30, 2020 was $138,706 compared to a loss of $10,700 for the nine months ended June 30, 2019, an increase of $128,006. The primary reason for the increase in loss was the result of:

- An increase in marketing expenses of $97,565 related to a diagnostic testing system purchased for marketing purposes;
- An increase in consulting fees of $25,550 resulting from increased activity in the current year period compared to the same period of the prior year;
- An increase in professional fees of $3,079 as a result of fees for a review of the Company's financial statements in the current year period, not incurred in the prior year period; and
- Interest expense on the loan due to Cliffwood Capital Corp. of $1,617, not incurred in the prior year.

Summary of Quarterly Results

The Company was incorporated on September 25, 2018, as such, the five most recent quarters have been presented below.

	Jun 30, 2020 Q3 2020(1)	**Mar 31, 2020 Q2 2020**	**Dec 31, 2019 Q1 2020**	**Sept 30, 2019 Q4 2019**	**Jun 30, 2019 Q3 2019**	**Mar 31, 2019 Q2 2019**	**Dec 31, 2018 Q1 2019**	**Sept 30, 2018 Q4 2018**
Revenue	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Total comprehensive loss, basic and diluted loss per share	$137,982	$18	$706	$5,018	$18	$4,759	$5,923	$Nil

(1) During Q3 2020, the Company incurred $97,565 in marketing fees related to a diagnostic testing system purchased for marketing purposes.

Liquidity and Capital Resources

The Company's liabilities exceeded its assets by $154,423 as at June 30, 2020 (September 30, 2019 - $15,717). As at June 30, 2020, the Company had cash on hand of $14,727 (September 30, 2019 - $732). Subsequent to June 30, 2020, the Company (i) closed non-brokered private placements totaling $265,000, of which $35,000 was for settlement of accounts payable, for net proceeds of $235,000, and (ii) repaid its loans payable of $100,565.

The Company has no operating revenue and therefore must continue to rely on external financing to generate capital to maintain its capacity to meet working capital requirements. The Company has relied on the issuance of shares to finance its operating activities since inception, which the Company intends to continue to rely upon to finance its planned operations. However, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. Management believes the Company will be able to raise additional funds to meet anticipated administrative expenses and pursue future business opportunities.

The Company is not subject to any externally imposed capital requirements.

Commitments

The Company has no commitments.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Board and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

Consulting fees for the nine months ended June 30, 2020 and 2019 include $nil and $9,450, respectively, for rent and administration paid to a company with a common director. As at June 30, 2020, the Company had $9,450 (2019 - $9,450) payable to a company with a common director, which has been included in accounts payable.

These transactions are in the normal course of the operations on normal commercial terms and conditions, which is the amount of consideration established and agreed to by the related parties.

Proposed Transactions

On July 23, 2020, the Company signed a non-binding letter of intent with Dizun to complete a transaction by way of a RTO of Dizun by the shareholders of Maitri. Refer to "Overall Performance" above.

The RTO is expected to be completed by way of a share exchange between the shareholders of Maitri and Dizun. In exchange for 100% of the issued and outstanding shares of Maitri, the shareholders of Maitri will receive an aggregate of 250,000,000 Dizun shares.

The closing of the RTO is subject to the receipt of all necessary approvals, including without limitation regulatory approval for the listing of the common shares of the Resulting Issuer on the Canadian Securities Exchange.

Critical Accounting Estimates

The preparation of these unaudited condensed interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. The interim financial statements include estimates which, by their nature, are uncertain. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the date of the statement of financial position, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, include, but are not limited to, the following:

- the Company's ability to continue as a going concern;
- the recognition and recoverability of the Company's deferred tax assets; and
- the future impact of the COVID-19 global pandemic.

Changes in Accounting Policies, including Initial Adoption

New accounting standard adopted during the period

On October 1, 2019, the Company adopted IFRS 16 – Leases ("IFRS 16") which replaced IAS 17 – Leases and IFRIC 4 – Determining Whether an Arrangement Contains a Lease. IFRS 16 sets out the principles for the recognition, measurement, presentation, and disclosure of leases. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applied in IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less), leases with certain variable lease payments and leases of low-value assets. The adoption of IFRS 16 did not have an impact on the Company's financial statements as it has no leases.

Accounting Pronouncements Not Yet Adopted

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Financial Instruments and Risk Management

The Company's financial instruments consist of cash, note receivable and accounts payable. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these instruments. The Company is exposed to a variety of financial risks by virtue of its activities including credit, interest rate, and liquidity risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company assessed credit risk as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company did not have sufficient cash to meet its current liabilities at June 30, 2020. The Company assessed liquidity risk as high.

Foreign exchange risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loans payable have either a fixed interest rate or are non-interest bearing. The Company assessed interest rate risk as low.

Risks and Uncertainties

The Company is subject to a number of risks and uncertainties that may significantly impact its financial condition and future financial performance. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A, before making an investment decision.

No Operating History

The Company has not commenced commercial operations from incorporation to date. The Company has no history of earnings or paid any cash dividends, and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future.

Availability of Financing

The Company will be competing with other companies in the capital market for available financing. There is no assurance that the Company will be able to obtain sufficient financing, if at all.

Outstanding Share Data

Our share capital consists of an unlimited number of common shares without par value. As at August 27, 2020, we had 25,000,000 common shares issued and outstanding.

In July 2020, the Company closed a non-brokered private placement of $240,000, of which $35,000 was for settlement of accounts payable, for net proceeds of $205,000, at a price of $0.01 per common share and $25,000 in connection with a non-brokered private placement at a price of $0.025 per common share. As at June 30, 2020, the Company had received subscriptions for $13,100 in relation to these private placements, recognized as subscriptions received in the Company's statement of financial position.

Maitri Health Corp.

Management Discussion & Analysis for the year ended September 30, 2019
and the period from September 25, 2018 to September 30, 2018

The purpose of this Management Discussion and Analysis ("MD&A") is to explain management's point of view of Maitri Health Corp.'s ("Maitri", the "Company", "we" or "us") past performance and future outlook. This MD&A should be read in conjunction with our annual financial statements for the period ended September 30, 2019 (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts in the financial statements and this MD&A are expressed in Canadian dollars, unless otherwise indicated. All information contained in this MD&A is current as of August 18, 2020 unless otherwise stated.

Forward Looking Information

Certain sections of this MD&A may contain forward-looking statements. Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", and similar expressions used by the Company's management are intended to identify forward-looking statements. Such statements reflect the Company's forecasts, estimates and expectations as they relate to the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

The forward-looking statements contained herein are based on information available as August 18, 2020.

Overall Performance

The Company was incorporated under the British Columbia Business Corporations Act on September 25, 2018. As at September 30, 2019, the Company was evaluating assets or businesses for acquisition. Subsequent to September 30, 2019, the Company is actively focused on securing supplier agreements to deliver reliable, high quality health care solutions

As at September 30, 2019, the Company had no continuing source of operating revenues. The Company has not paid any cash dividends on its common shares nor does it have any present intention of paying cash dividends on its common shares, as it anticipates that all available funds for the foreseeable planning horizon will be invested to finance its business activities.

The Company had not achieved profitable operations as at September 30, 2019 and had accumulated losses of $15,717 since inception.

On July 23, 2020, the Company signed a non-binding letter of intent with Dizun International Enterprises Inc. (CSE: KDZ) ("Dizun") to complete a transaction by way of a reverse takeover ("RTO") of Dizun by the shareholders of Maitri. Upon completion of the RTO, the combined business (the "Resulting Issuer") will continue to carry on the business of Maitri. Refer to "Proposed Transactions" below.

On March 11 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus ("COVID-19") as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

SELECTED ANNUAL INFORMATION

	September 30, 2019	Period from September 25, 2018 to September 30, 2018
Revenues	$ -	$ -
Loss and comprehensive loss	15,718	-
Loss per share, basic and diluted	15,718	-
Total assets	733	1
Total non-current financial liabilities	-	-

Results of Operations

Results of operations for the year ended September 30, 2019

For the year ended September 30, 2019, the Company's primary expenses were consulting fees and professional fees. Consulting fees relate to rent and administration costs due to a Company controlled by a director. Professional fees were incurred in relation to the Company's financial statement audit and legal expenses for general corporate matters.

The Company does not have any employees; all of our services are carried out by our directors and officers or by consultants retained on an as needed basis.

The Company was incorporated on September 25, 2018, as a result, there is no comparative period.

Results of operations for the quarter ended September 30, 2019

For the three months ended September 30, 2019, the Company reported a net loss of $5,018 as summarized below:

Professional fees	$ 5,000
Office and administration	18
Net and comprehensive loss	$ 5,018

For the three months ended September 30, 2019, the Company's primary expenses related to professional fees in relation to the Company's financial statement audit.

The Company does not have any employees; all of our services are carried out by our directors and officers or by consultants retained on an as needed basis.

Summary of Quarterly Results

The Company was incorporated on September 25, 2018, as such, the five most recent quarters have been presented below.

	Sept 30, 2019	**Jun 30, 2019**	**Mar 31, 2019**	**Dec 31, 2018**	**Sept 30, 2018**
Revenue	$Nil	$Nil	$Nil	$Nil	$Nil
Total comprehensive loss, basic and diluted loss per share	$5,018	$18	$4,759	$5,923	$Nil

Liquidity and Capital Resources

The Company's liabilities exceeded its assets by $15,717 as at September 30, 2019. As at September 30, 2019, the Company had cash on hand of $732.

The Company has no operating revenue and therefore must continue to rely on external financing to generate capital to maintain its capacity to meet working capital requirements. The Company has relied on the issuance of shares to finance its operating activities since inception, which the Company intends to continue to rely upon to finance its planned operations. However, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. Management believes the Company will be able to raise additional funds to meet anticipated administrative expenses and pursue future business opportunities.

The Company is not subject to any externally imposed capital requirements.

Commitments

The Company has no commitments.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Board and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

Consulting fees include $9,450 (2018 - $Nil) for rent and administration paid to a Company with a common director. As at September 30, 2019, the Company had $9,450 (2018 - $Nil) payable to a Company with a common director, which has been included in accounts payable.

These transactions are in the normal course of the operations on normal commercial terms and conditions, which is the amount of consideration established and agreed to by the related parties.

The Company has entered into an employment agreement with an officer and director, whereby if the Company experiences a change of control, excluding the recently announced RTO with Dizun, the officer and director is due 12 months of salary.

Proposed Transactions

On July 23, 2020, the Company signed a non-binding letter of intent with Dizun to complete a transaction by way of a RTO of Dizun by the shareholders of Maitri. Refer to "Overall Performance" above.

The RTO is expected to be completed by way of a share exchange between the shareholders of Maitri and Dizun. In exchange for 100% of the issued and outstanding shares of Maitri, the shareholders of Maitri will receive an aggregate of 250,000,000 Dizun shares.

The closing of the RTO is subject to the receipt of all necessary approvals, including without limitation regulatory approval for the listing of the common shares of the Resulting Issuer on the Canadian Securities Exchange.

Critical Accounting Estimates

The preparation of the Company's financial statements requires the Company to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses. Based on historic experience and current conditions, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the financial statements materially and involve a significant level of judgment by management. Different assumptions would result in different estimates, and actual results may differ from results based on these estimates. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The financial statements for the Company for the period ending September 30, 2019 did not include critical accounting estimates. Areas requiring a significant degree of estimation and judgment include the recognition of deferred tax assets and the Company's ability to continue as a going concern.

Deferred income tax

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, together with future tax planning strategies.

Going concern

Management has applied judgements in the assessment of the Company's ability to continue as a going concern when preparing its financial statements. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or has no realistic alternative other than to do so.

Accounting Pronouncements Not Yet Adopted

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are effective for annual periods beginning on or after January 1, 2019. The Company has not applied the following new standards which are effective beginning October 1, 2019:

- IFRS 16, Leases introduces new requirements for the classification and measurement of leases. Management does not expect IFRS 16 to have an impact on the Company's financial statements.
- IFRIC 23 Uncertainty over Income Tax Treatments provides guidance when there is uncertainty over income tax treatments including, but not limited to, whether uncertain tax treatments should be considered separately; assumptions made about the examination of tax treatments by tax authorities; the determination of taxable profit, tax bases, unused tax losses, unused tax credits, and tax rates; and, the impact of changes in facts and circumstances. Management does not expect IFRIC 23 to have an impact on the Company's financial statements.

We do not expect the implementation of these standards to have an impact on the Company's results of operations, financial position and disclosures.

Financial Instruments and Risk Management

The Company's financial instruments consist of cash, note receivable and accounts payable. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these instruments. The Company is exposed to a variety of financial risks by virtue of its activities including credit, interest rate, and liquidity risk.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company assessed credit risk as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company did not have sufficient cash to meet its current liabilities at September 30, 2019. The Company assessed liquidity risk as high.

Foreign exchange risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's loan payable had a fixed interest rate and was repaid subsequent to September 30, 2019. The Company assessed interest rate risk as low.

Risks and Uncertainties

The Company is subject to a number of risks and uncertainties that may significantly impact its financial condition and future financial performance. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A, before making an investment decision.

No Operating History

The Company has not commenced commercial operations from incorporation to date. The Company has no history of earnings or paid any cash dividends, and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future.

Availability of Financing

The Company will be competing with other companies in the capital market for available financing. There is no assurance that the Company will be able to obtain sufficient financing, if at all.

Outstanding Share Data

Our share capital consists of an unlimited number of common shares without par value. As at August 18, 2020, we had 25,000,000 common shares issued and outstanding.

Other MD&A Requirements

Additional information relating to our Company may be found on SEDAR at www.sedar.com.

SCHEDULE "E"

PRO FORMA FINANCIAL STATEMENTS OF THE RESULTING ISSUER

Maitri Health Corp.

(formerly Dizun International Enterprizes Inc.)
Pro-forma Consolidated Financial Statements
July 31, 2020

Unaudited – Prepared by Management

Expressed in Canadian Dollars

Maitri Health Corp.

(formerly Dizun International Enterprises Inc.)

Pro-forma Consolidated Statement of Financial Position

As at July 31, 2020

(Expressed in Canadian Dollars – Unaudited)

	Dizun International Enterprises Inc. (Unaudited)	Maitri Health Corp. (Unaudited)	Note 3 Ref	Pro-forma Adjustment	Pro-forma Consolidated (Unaudited)
ASSETS					
Current assets					
Cash	**$ 442,748**	**$ 14,727**		**$ 23,835**	**$ 481,310**
Shares issued for cash, Maitri			*(b)*	*216,900*	
Loan repayment, Maitri			*(c)*	*(100,565)*	
Listing costs			*(d)*	*(92,500)*	
Due from shareholder	**-**	**1**		**(1)**	**-**
Share repurchase, Maitri			*(b)*	*(1)*	
Total assets	**$ 442,748**	**$ 14,728**		**$ 23,834**	**$ 481,310**
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities	**$ 15,852**	**$ 55,486**		**$ (35,000)**	**$ 36,338**
Share settlement of accounts, Maitri			*(b)*	*(35,000)*	
Subscriptions received	**-**	**13,100**		**(13,100)**	**-**
Shares issued for cash, Maitri			*(b)*	*(13,100)*	
Loans payable	**-**	**100,565**		**(100,565)**	**-**
Loan repayment, Maitri			*(c)*	*(100,565)*	
Total liabilities	**15,852**	**169,151**		**(148,665)**	**36,338**

Maitri Health Corp.

(formerly Dizun International Enterprises Inc.)

Pro-forma Consolidated Statement of Financial Position (continued)

As at July 31, 2020

(Expressed in Canadian Dollars – Unaudited)

	Dizun International Enterprises Inc.	Maitri Health Corp.	Note	Pro-forma Adjustment	Pro-forma Consolidated
	(Unaudited)	(Unaudited)			(Unaudited)
SHAREHOLDERS' EQUITY (DEFICIT)					
Share capital	**$ 964,515**	**$ 1**		**$ 340,621**	**$ 1,305,137**
Shares issued for cash, Maitri			*(b)*	*264,999*	
Elimination of share equity, Dizun			*(e)*	*(964,515)*	
Value of Dizun Shares			*(f)*	*1,040,137*	
Shares issuable	**332,510**	**-**		**-**	**332,510**
Elimination of share equity, Dizun			*(e)*	*(332,510)*	
Value of Dizun Shares			*(f)*	*332,510*	
Warrant reserve	**60,536**	**-**		**331,405**	**391,941**
Elimination of share equity, Dizun			*(e)*	*(60,536))*	
Value of warrants assumed, Dizun			*(g)*	*391,941*	
Deficit	**(930,665)**	**(154,424)**		**(499,527)**	**(1,584,616)**
Listing costs payable in cash			*(d)*	*(92,500)*	
Elimination of share equity, Dizun			*(e)*	*1,357,561*	
Value of warrants assumed, Dizun			*(g)*	*(391,941)*	
Value of Dizun Shares			*(f)*	*(1,372,647)*	
Total shareholders' equity (deficit)	**426,896**	**(154,423)**		**172,499**	**444,972**
Total liabilities and shareholders' equity	**$ 442,748**	**$ 14,728**		**$ 23,834**	**$ 481,310**

The accompanying notes form an integral part of these unaudited pro-forma consolidated financial statements

1. Proposed Transaction

Dizun International Enterprises Inc. (“Dizun”) was incorporated on November 22, 2011 under the Business Corporations Act (British Columbia) and is listed on the Canadian Stock Exchange (“CSE”) under the symbol “KDZ.X”; however, on May 4, 2020, the CSE determined that Dizun had not met the continued listing requirements of the CSE and consequently the listing of Dizun’s common shares were granted an inactive designation.

Maitri Health Corp. (“Maitri”) was incorporated under the British Columbia Business Corporations Act on September 25, 2018.

On September 9, 2020, the Company and Maitri entered into a definitive agreement (“Definitive Agreement”) which sets out the terms and pursuant to which Dizun agreed to acquire all the issued and outstanding common shares of Maitri.

Under the Definitive Agreement, Dizun will consolidate its shares on the basis of one post consolidation share for each twenty pre-consolidation share and will adjust its outstanding share purchase warrants to reflect the consolidation. These pro forma consolidated financial statements are presented having given effect to the share consolidation. Maitri shareholders with receive one Dizun share for each two Maitri shares held (the “Transaction”). As at July 31, 2020, Dizun shareholders exercised 665,000 post-consolidation warrants, for which shares had not been issued at July 31, 2020. Subsequent to July 31, 2020, Dizun shareholders exercised 835,000 post-consolidation warrants (Note 3(g)). Post-consolidation Dizun will have 3,580,295 common shares outstanding and 3,500 share purchase warrants outstanding with an exercise price of $0.50 per share. Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance. There can be no assurance that the Transaction will be completed as proposed or at all.

Upon completion of the Transaction, the resulting issuer will change its name to “Maitri Health Technologies Corp.” (the “Resulting Issuer”), under the symbol “MTEC”.

2. Basis of Presentation

The accompanying unaudited pro-forma consolidated financial statements of the Resulting Issuer have been prepared by management in accordance with International Reporting Standards (“IFRS”) from information derived from the financial statements of Maitri and the financial statements of Dizun to show the effect of the proposed transaction as described in Note 1.

The unaudited pro-forma consolidated statement of financial position of the Company is compiled from and includes:

a) Maitri’s financial statements as at June 30, 2020;
b) Dizun’s financial statements as at July 31, 2020 have been consolidated and adjusted to give effect to the Transaction as if it has occurred at July 31, 2020; and
c) The additional information set out in Note 3.

The unaudited pro-forma consolidated statement of financial position should be read in conjunction with the financial statements and notes thereto of Maitri and Dizun, described above. The unaudited pro-forma consolidated statement of financial position may not reflect the actual consolidated statement of financial position of the continuing entity as at July 31, 2020.

The pro-forma adjustments and allocations of the purchase price of Maitri by Dizun as a reverse takeover are based in part on estimates of the fair value of the assets acquired and liabilities assumed as of the date of completion of the acquisition.

(Expressed in Canadian Dollars)

3. Pro Forma Assumptions and Adjustments

As a result of the Transaction, the shareholders of Maitri will acquire control of Dizun, thereby constituting a reverse acquisition of Dizun. The Transaction is considered a purchase of Dizun's net assets by the shareholders of Maitri.

The Transaction will be accounted for in accordance with guidance provided in IFRS 2, Share-based payments, and IFRS 3, Business combinations. As Dizun did not qualify as a business according to the definition in IFRS 3, this Transaction does not constitute a business combination; rather, it is treated as an issuance of shares by Maitri for the net assets of Dizun and the Company's future listing status.

The purchase price is allocated as follows:

		Amount
Fair value of Dizun shares	$	1,372,647
(2,745,294 post-consolidation common shares at $0.50 per share)		
Fair value of replacement warrants		391,941
Consideration		1,764,588
Net assets acquired		
Cash		442,748
Accounts payable		(15,852)
Accounts payable		426,896
Transaction expense	**$**	**1,337,692**

The following pro-forma adjustments ("Adjustments") correspond with the note references on the pro-forma balance sheet and as further set out in these notes thereto.

a) Prior to closing the share exchange, Dizun shall consolidate its shares on the basis of one post-consolidation share for every twenty pre-consolidation shares and shall adjust its outstanding warrants accordingly. Maitri shareholders will receive one Dizun share for each two Maitri shares held.

b) In July 2020, Maitri closed a non-brokered private placement of $265,000, of which $35,000 was for settlement of accounts payable, for net proceeds of $230,000. As at June 30, 2020, the Company had received subscriptions for $13,100 in relation to this private placement, recognized as subscriptions received in Maitri's statement of financial position. Maitri repurchased 1 incorporation share for $1.

c) In July 2020, Maitri repaid its loans payable.

d) The Resulting Issuer estimates the cost of completing the Transaction, including legal, accounting, consulting and regulatory filing costs, at $92,500, which shall be charged to listing expense.

e) Upon closing the Transaction, the share capital, reserve and deficit of Dizun are eliminated.

f) The difference in value of the shares deemed to have been issued by the accounting acquirer are the fair value of Dizun's net assets is expensed as a payment for listing expense.

g) The Resulting Issuer shall assume the warrants of Dizun at the Transaction date, which have been valued using the Black-Scholes Option Pricing Model using an exercise price of $0.50, expected life of 2 years, volatility of 261% and risk-free rate of 0.27%. Subsequent to July 31, 2020, 835,000 warrants were exercised for gross proceeds of $417,500, leaving 3,500 warrants unexercised.

(Expressed in Canadian Dollars)

4. Pro Forma Equity

Shareholder's equity after giving effect to the assumptions and pro forma adjustments discussed in Note 3 is as follows:

	Note	Number of equivalent Dizun Shares, post-consolidation	Share Capital $	Shares issuable $	Reserves $	Deficit $	Total Equity $
Beginning balance of Dizun, July 31, 2020		2,745,295	$ 964,515	$ 332,510	$ 60,536	$ (930,665)	$ 426,896
Balance of Dizun, July 31, 2020		**2,745,295**	**$ 964,515**	**$ 332,510**	**$ 60,536**	**$ (930,665)**	**$ 426,896**
Beginning balance of Maitri, June 30, 2020		1	1	-	-	(154,424)	(154,423)
Adjustments:							
Shares issued for cash	(b)	12,500,000	265,000	-	-	-	265,000
Repurchase incorporation share	(b)	(1)	(1)	-	-	-	(1)
Balance of Maitri, July 31, 2020		**12,500,000**	**$ 265,000**	**$ -**	**$ -**	**$ (154,424)**	**$ 110,576**
Adjustments for Resulting Issuer:							
Listing costs payable in cash	(d)	-	-	-	-	(92,500)	(92,500)
Elimination of Dizun share equity	(e)	(2,745,295)	(964,515)	(332,510)	(60,536)	(1,357,561)	-
Value of Dizun warrants assumed	(g)	-	-	-	391,941	(391,941)	-
Value of Dizun Shares	(f)	2,745,295	1,040,137	332,510	-	(1,372,647)	-
Total Adjustments		**-**	**$ 75,622**	**$ -**	**$ 331,405**	**$ (499,527)**	**$ (92,500)**
Pro forma, Consolidated Equity, July 31, 2020		**15,245,295**	**$ 1,305,137**	**$ 332,510**	**$ 391,941**	**$ (1,584,616)**	**$ 444,972**